

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that Annual General Meeting of the members of “**Jainik Power And Cables Limited**” (Formerly known as Jainik Power and Cables Private Limited) is scheduled to be held on Friday, June 21, 2024 at 01:00 P.M. (IST) at the Registered Office of the Company at 39/101A, 1st Floor, Community Centre, Wazirpur Industrial Area, Wazirpur III, North West Delhi-110052, Delhi, India, to transact the following business (es):

ORDINARY BUSINESS (ES):

1. Adoption of Accounts

To receive, consider and adopt the Standalone Financial Statements for the financial year ended on 31st March, 2024 including the audited Balance Sheet as at March 31, 2024, the statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the reports of the Board of Directors and Auditors thereon, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Standalone Financial Statements for the Financial Year 2023-24 including the audited Balance Sheet as at March 31, 2024, the statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the reports of the Board of Directors and Auditors thereon be and are hereby approved and adopted.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary and incidental to give effect to above stated resolution.”

2. Appointment of Director in the place of retiring Director

To consider and approve appointment of Mr. Shashank Jain (DIN: 00241030) as a Director of the Company, who retires by rotation and being eligible offers himself for re-appointment and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 152 of the Companies Act, 2013 and rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions, if

any of the Companies Act, 2013, Mr. Shashank Jain (DIN: 00241030) who is liable to retire by rotation and being eligible has offered himself for appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the board of the Company be and is hereby severally authorized to do all the acts and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

3. Re-appointment of M/s Kapish Jain and Associates, Chartered Accountants (Firm Registration No- 022743N) as Statutory Auditor of the company.

To consider and if thought fit, to re-appoint M/s Kapish Jain and Associates as statutory auditor of the company, who was appointed as statutory auditor in casual vacancy w.e.f. May 11, 2024 due to resignation of SCAJ & CO (Firm Registration No- 021356N) and whose appointment is valid up to the ensuing Annual General Meeting of the company, pass the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, the consent of the Members of the Company be and are hereby accorded to re-appoint M/s Kapish Jain and Associates, Chartered Accountants (Firm Registration No- 022743N), as Statutory Auditors of the Company to hold office for a period of five years for auditing the accounts of the company, who shall hold the office from the conclusion of this Annual General Meeting till the conclusion of its 18th Annual General Meeting of the Company.

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary and incidental to give effect to above stated resolution."

SPECIAL BUSINESS(ES):

4. Ratification of Remuneration of Cost Auditors for Financial Year 2024-2025.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution. Mrs. Anuj Jain proposed, and Mr. Shashank Jain seconded the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Board of Directors, the members hereby approve and ratify, the appointment and remuneration payable to M/s Amit Gupta and

Associates, Cost Accountants (Firm Registration No. 005318) as the Cost Auditors of the Company for the Financial Year 2024-25 as fixed by the Board or CFO of the Company."

5. Approval for Issue of Bonus Shares.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution. Mrs. Anuj Jain proposed, and Mr. Shashank Jain seconded the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provision of Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debenture) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 and applicable provisions of Article of Association of the Company and on the recommendation of Board, the Consent of the Members be and is hereby accorded that a sum of INR 7,75,20,000/- out of the Company's Securities Premium Account and Reserves be capitalized and that the said sum so capitalized be applied in paying up in full at par 77,52,000 new Equity Shares of INR 10/- each (hereinafter referred to as the "Bonus Shares") in the Share Capital of the Company and the said Bonus Shares be appropriated as Capital and not as income and allotted and distributed as fully paid-up Bonus Shares to and amongst such members in the proportion of 68 New Equity Shares for every 5 Equity Shares of INR 10/- each held by such members on a date to be determined by the Board.

RESOLVED FURTHER THAT the Bonus Shares shall be issued to the Shareholders after taking into consideration the proportion of 68 New Equity Shares for every 5 Equity Shares and in case of any fraction shares, if any, available with the Company, the same shall be allotted to the shareholders in such manner as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the Bonus Shares issued to the shareholders shall be subject to the Memorandum and Articles of Association and shall rank pari-passu in respect with and carry the same right as the existing Equity Shares and shall be entitled to participating in full in any dividend to be declared for the financial year in which the Bonus Shares are allotted.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper and /or expedient to give effect to this resolution and to file all documents and returns with the Registrar of Companies, NCT of Delhi & Haryana."

For and on behalf of the Board of Directors of
Jainik Power and Cables Limited
(Formerly known as Jainik Power and Cables Private Limited)

Anju Jain

Anju Jain

Director

DIN: 00062870

Add: B-296, Prashant Vihar, Sector 14,
Rohini, Rajapur Kalan, Delhi 110085



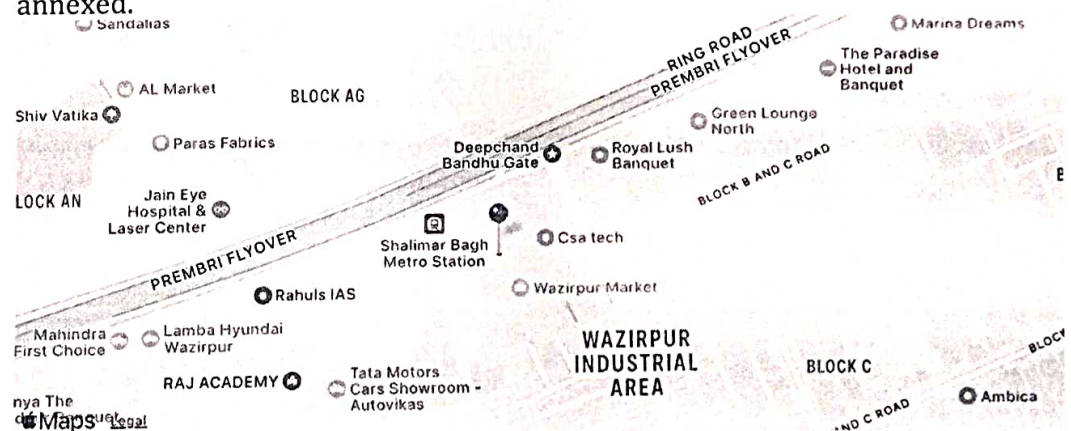
Date: 19.06.2024

Place: New Delhi

NOTES:

1. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out the material facts and reasons for the proposed Resolutions, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PURSUANT TO THE PROVISION OF SECTION 105 OF THE COMPANIES ACT, 2013, A PERSON CAN ACT AS PROXY ON BEHALF OF NOT MORE THAN FIFTY (50) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBERS HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY, WHO SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ANNEXED TO THIS REPORT.**
3. Shareholders, being body corporate intending to send their authorised representatives to attend the meeting, are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
4. A person, whose name is recorded in the Register of Members / Depository maintained by the Company as on date of meeting shall be entitled to attend the meeting.
5. The explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours (between 10:00 A.M. and 5:30 P.M.) of the Company, provide that not less than three days of notice in writing is given to the Company.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

8. Any member desirous of obtaining any information/clarification on the enclosed Accounts should submit the query in writing at the Registered Office of the Company before the date of the Meeting.
9. The Relevant documents referred to in the accompanying Notice and the explanatory statements are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
10. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
11. The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
12. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
13. The proposed Annual General Meeting is convened at shorter notice, and therefore, you are requested to provide your consent to the shorter notice.
14. The Chairperson may decide to conduct voting by show of hands, unless a demand for poll is made by any member, in accordance with Section 109 of the Companies Act, 2013 and the rules made thereunder.
15. Members are requested to keep their copy of Annual Report with them during AGM.
16. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices and Circulars etc. from the Company electronically.
17. The route map showing directions to reach the venue is annexed.



For and on behalf of the Board of Directors of
Jainik Power and Cables Limited
(Formerly known as Jainik Power and Cables Private Limited)

Anju Jain
Anju Jain

Director

DIN: 00062870

Add: B-296, Prashant Vihar, Sector 14,
Rohini, Rajapur Kanan, Delhi 110085



Date: 19.06.2024

Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4: Ratification of remuneration of the Cost Auditor for the financial year 2024-25.

As per Section 148 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014, the appointment of Cost Auditor shall be made by the Board of Directors on such remuneration as it may deem fit on the basis of recommendation of Audit Committee. The remuneration so approved by the Board shall be ratified by the Shareholders. Accordingly, as recommended by the Audit Committee, the Board has appointed M/s Amit Gupta and Associates (Firm Registration No. 005318) as Cost Auditor of the Company for the FY 2024-25 at a remuneration mutually decided. The approval of the shareholders is sought by passing an ordinary resolution as set out at item no. 4 in the notice, pursuant to the provisions of the Act.

Except Directors, Key Managerial Personnel and their relatives a) who are members of the Company, may be deemed to be concerned or interested in the proposed Special business of the accompanying notice to the extent of their respective shareholding, if any, in the Company to the same extent as that of every other member of the Company b) who are/may be Directors/Shareholders in one or more bodies corporate/persons/entity described hereinabove, no other Director or Key Managerial Personnel of the Company is concerned or interested in the said resolution.

The Board of Directors of your Company recommends passing of the resolution as set out at Item No.4 as an Ordinary Resolution.

Item No. 5: Issuance of Bonus Share.

The members of the Company must be aware of the fact that presently our Company is having the total paid up capital of INR 57,00,000/-. The Company is having a Securities Premium and reserves in the books and the same can be utilized for the purpose of issue of fully paid Bonus Shares to the shareholders of the Company. The Company's General Reserve Account, which is now been capitalized and that the said sum so capitalized be applied in paying up in full at par 77,52,000 new Equity Shares of INR 10/- each (hereinafter referred to as the "Bonus Shares") in the share capital of the Company and the said Bonus Shares be appropriated as Capital and not as income and allotted and distributed as fully paid-up Bonus Shares to and amongst such members in the proportion of 68 Bonus shares for every 5 Equity Shares of INR 10/- each held by such members on the date of passing of the resolution.

The allotment of Bonus Shares is required to be governed by the provisions of the Companies Act, 2013 along with the rules made there under and Articles of Association of the Company.

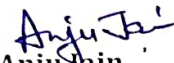
The new shares shall rank pari passu in all respect with the existing Equity Shares of the Company.

The above proposal is in the interest of the Company and the Directors recommend the Notice for consent and approval by the shareholders.

Except Directors, Key Managerial Personnel and their relatives a) who are members of the Company, may be deemed to be concerned or interested in the proposed Special business of the accompanying notice to the extent of their respective shareholding, if any, in the Company to the same extent as that of every other member of the Company b) who are/may be Directors/Shareholders in one or more bodies corporate/persons/entity described hereinabove, no other Director or Key Managerial Personnel of the Company is concerned or interested in the said resolution.

The Board recommends that the resolution be passed as Ordinary resolution.

**For and on behalf of the Board of Directors of
Jainik Power and Cables Limited
(Formerly known as Jainik Power and Cables Private Limited)**


Anju Jain

Director

DIN: 00062870

Add: B-296, Prashant Vihar, Sector 14,
Rohini, Rajapur Kalan, Delhi 110085



Date: 19.06.2024

Place: New Delhi

Proxy form
Form MGT-11

[Pursuant to section 105(6) of the companies act, 2013 and rule 19(3) of the companies (Management and administration) Rules, 2014]

CIN: U27205DL2011PLC218425

Name of the Company: Jainik Power and Cables Limited

Registered office: 39/101A, 1st Floor, Community Centre, Wazirpur Industrial Area, Wazir Pur III, North West Delhi-110052, Delhi, India

Name of the members:

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member(s) of shares of the above named company, hereby appoint:

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:, or failing him

3. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the Annual General Meeting of the Company to be held on Friday, 21st Day of June, 2024 at 01.00 P.M. at 39/101A, 1st Floor, Community Centre, Wazirpur Industrial Area, Wazirpur III, North West Delhi-110052, Delhi, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of resolution		
		Assent	Dissent
1.	Receipt, consideration and adoption of the Financial Statements for the financial year ended on March 31, 2024.		

2.	Appointment of Director in the place of retiring Director.		
3.	Re-Appointment Of M/s Kapish Jain and Associates, Chartered Accountants (Firm Registration No- 022743n) As Statutory Auditor.		
4.	Ratification of Remuneration of Cost Auditors for Financial Year 2024-2025.		
5.	Approval for Issuance of Bonus Shares.		

Signed this day of2024

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. PURSUANT TO THE PROVISION OF SECTION 105 OF THE COMPANIES ACT, 2013, A PERSON CAN ACT AS PROXY ON BEHALF OF NOT MORE THAN FIFTY (50) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBERS HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY, WHO SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

ATTENDANCE SLIP

Annual General Meeting

Friday, 21st June, 2024 at 01.00 P.M. at 39/101A, 1st Floor, Community Centre, Wazirpur Industrial Area, Wazirpur III, North West Delhi-110052, Delhi, India

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Member's folio/DPID-Client ID NO	Member's/Proxy's name in Block Letters	Member's/Proxy's name in Block Letters

Note:

1. Bodies Corporate, whether a company or not, who are members, may attend through their authorised representatives appointed under Section 113 of the Companies Act, 2013. A copy of authorization should be deposited with the Company.