

Jayatma Industries limited

CIN: L17110GJ1983PLC006462

Regd. Office: 259, 3RD FLOOR, NEW CLOTH MARKET OUTSIDE RAIPUR GATE,

AHMEDABAD - 380002

Tel.: +91-79-22167030/40/41, Email id: info@jayatmaindustries.com

website: www.jayatmaindustries.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that **Extra-Ordinary General Meeting** of the Members of **Jayatma Industries Limited** will be held on Saturday, 9th January, 2021 at 12:00 Noon through video conference to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1

Appointment of Statutory Auditor to fill casual vacancy:

To consider 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 139(8) and other applicable provisions, if any of the Companies Act, 2013 and rules made there under as amended from time to time or any other law for the time being in force (including any statutory modification or amendments thereto or re-enactment thereof for the time being in force) as recommended by the Board of Directors at its meeting held on 11th November, 2020 M/s. G M C A & Co., Chartered Accountants (Firm Registration No. 109850W), Ahmedabad be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Keyur Bavishi & Co., Chartered Accountants (Firm Registration No. 131191W), Ahmedabad.

RESOLVED FURTHER THAT M/s. G M C A & Co., Chartered Accountants (Firm Registration No. 109850W), Ahmedabad be and are hereby appointed as Statutory Auditor of the Company from this Extra Ordinary General Meeting and that they shall hold the office of the Statutory Auditors of the company till the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2021 on such remuneration as may be fixed by the board of Directors of the Company in consultation with them.”

Registered Office:
259, 3rd Floor,
New Cloth Market Outside Raipur Gate
Ahmedabad: 380002

By order of the Board
For, Jayatma Industries Limited

Place: Ahmedabad
Date: 05.12.2020

Sd/-
Nirav Kalyanbhai Shah
CEO & Director
DIN: 00397336

NOTES:

1. The Extra Ordinary General Meeting (EGM) is being held through video conferencing / other audio visual means (VC) in accordance with the procedure prescribed in circular number 33/2020 dated 28th September, 2020 read with circular number 20/2020 dated May 05, 2020, circular number 14/2020 dated April 08, 2020 and circular number 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs and circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (the e-EGM Circulars). The Members can attend the EGM through VC by following instructions given in note number 10 of the Notice. For the purpose of recording the proceedings, the EGM will be deemed to be held at the Registered Office of the Company at 259, New Cloth Market, Outside Raipur Gate, Ahmedabad - 380002, Gujarat, India. Keeping in view the guidelines to fight COVID-19 pandemic, the members are requested to attend the EGM from their respective locations by VC and do not visit the registered office to attend the EGM.
2. Since the Extra Ordinary General Meeting (EGM) is being held pursuant to the e-EGM circulars through video conferencing / other audio visual means, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence, the Proxy Form, Attendance Slip and route map of the EGM venue are not annexed to this Notice. However, a Member may appoint a representative as per applicable provisions of the Companies Act, 2013 to attend and/or vote.
3. Explanatory Statement pursuant to Section 102 of the companies Act, 2013 which sets out details relating to Special Business at the Meeting, is annexed hereto.
4. The Members who have not registered their e-mail addresses are requested to register them with the Company to receive e-communication from the Company. For registering e-mail address, the Members are requested to follow the below steps:
 - i. Members holding shares in physical mode are requested to provide name, folio number, mobile number, e-mail address, scanned copies of Share Certificate(s) (both sides). Self-attested PAN and Aadhar Card through e-mail on cs@jayatma.com and/or support@purvashare.com;

- ii. Members holding shares in dematerialized mode are requested to provide name, Depository Participant ID and Client ID, mobile number, e-mail address, scanned copies of self-attested client master or Consolidated Account statement through e-mail on cs@jayatma.com and/or support@purvashare.com.
5. The Members may also note that the Notice of the Extra Ordinary General Meeting will also be made available on the website of the Company, www.jayatmaindustries.com which can be downloaded.
6. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to the date of the Extra Ordinary General Meeting of the Company.
7. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the e-EGM circulars, the Company is pleased to provide to the Members facility to attend the Extra Ordinary General Meeting (EGM) scheduled to be held on **Saturday, 9th January, 2021** through video conferencing / other audio visual (VC), exercise their right to vote at the EGM by electronic means and the business will be transacted through remote e-voting prior to and during the EGM.
8. The remote e-voting period commences on January 06, 2021 (at 9:00 am) and ends on January 08, 2021 (at 5:00 pm). During this period, the Members holding shares either in physical form or in Demat form, as on the cut-off date of January 02, 2021, may cast their votes electronically. The remote e-voting module will be disabled by NSDL for voting after the said period. Once the votes on a resolution are cast by the Members, no change will be allowed subsequently. Only the Members who have not cast their votes through remote e-voting may cast their votes during the EGM by attending the EGM through VC by following the aforesaid process.
9. The voting rights of the Members will be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of January 02, 2021.
10. The instructions for remote e-voting are as under:
The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at

<https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in Demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in Demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 115267 then user ID is 115267001***.

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your Demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat

- account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see the Home Page of e-Voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cschintanpatel@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for

Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has taken “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents can be sent by e-mail to its members. This will also ensure prompt receipt of communication and avoid loss in postal transit. These documents can also be downloaded by the shareholders from the Company’s website i.e. www.jayatmaindustries.com. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses as per the instructions given in Note Number 4 of this Notice subject as ‘E-mail for Green Initiative’ mentioning their Folio No./Client ID. Members holding shares in electronic form may register/update their e-mail addresses with the Depository through their concerned Depository Participant(s).

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

ITEM NO. 1

M/s. Keyur Bavishi & Co., Chartered Accountants (Firm Registration No. 131191W) have tendered their resignation from the position of Statutory Auditors due to the sites of Company are situated at various locations in Gujarat, it will not be feasible for Auditor now onwards to conduct Audit thereat within statutory timelines, resulting into casual vacancy in the office of Statutory Auditor of the company as envisaged by section 139(8) of the Companies Act, 2013. Casual vacancy caused by resignation of auditor can be filled by the shareholder in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended at its meeting held on 11th November, 2020, that M/s. G M C A & Co., Chartered Accountants (Firm Registration No. 109850W), Ahmedabad be appointed as the Statutory Auditor of the Company to fill causal vacancy caused by resignation of M/s. Keyur Bavishi & Co., Chartered Accountants (Firm Registration No. 131191W).

M/s. G M C A & Co., Chartered Accountants (Firm Registration No. 109850W), have conveyed their consent to be appointed as Statutory Auditor of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members,

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Registered Office:
259, 3rd Floor,
New Cloth Market Outside Raipur Gate
Ahmedabad: 380002

By order of the Board
For Jayatma Industries Limited

Place: Ahmedabad
Date: 05.12.2020

Sd/-
Nirav Kalyanbhai Shah
CEO & Director
DIN: 00397336