

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF THE JAIN INTERNATIONAL TRADE ORGANISATION WILL BE HELD ON SATURDAY THE 15TH JUNE, 2019 AT REGISTERED OFFICE AT B-101, BUSINESS SQUARE, SOLITAIRE CORPORATE PARK, ANDHERI KURLA ROAD, ANDHERI EAST, MUMBAI-400093 AT 11.00 .M. TO TRANSACT THE FOLLOWING BUSINESS:

1. TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the number of Members of the Company be increased from existing 10000 members to 25000 members

AND THAT the Article 2.1 be and is hereby altered in following manner;

The Subscribers to the Memorandum of Association and such other persons as may be admitted pursuant to these Articles, from time to time, to the membership shall be Members of the Company. Maximum number of Members shall be 25000 (Twenty five thousand) or such number as may be increased by the Board, from time to time.

By Order of the Board of
JAIN INTERNATIONAL TRADE ORGANISATION

Pradeep Rathod
Chairman
DIN 00027527

Regd. Office:

B-101, Business Square at Solitaire Park, 1st floor,
Andheri-Kurla Road, Chakala, Andheri (East), Mumbai-400 093.

Place: Mumbai

Dated: 30th April, 2019

Note:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. The procedure of e-voting is as under:-

The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means.

- (A) In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 of Companies (Management and

Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment Rules, 2015 vide MCA notification dated 19th March, 2015 which have made voting by electronic means mandatory for companies having not less than 1,000 members. Since the company has more than 1,000 members, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Extra Ordinary General Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (remote e-voting).

- (B) The facility for voting through ballot paper will also be made available at the Extra Ordinary General Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the Meeting through ballot paper.
- (C) The Company has appointed Mr. Ummedmal P. Jain, Practicing Company Secretary (CP no. 2235) of M/s. U. P. Jain & Co. as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (D) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

The instructions for members voting electronically are as under:

- (i) The voting period begins on **Wednesday the 12th day of June, 2019 from 9.00 a.m. (IST) and ends on Friday the 14th day of June, 2019 at 5.00 p.m. (IST)**. During this period members of the Company whose name is recorded in the Register of Members, as on the **cut-off date** i.e. **Monday the 10th day of June, 2019** only shall be entitled to cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
- (ii) Cut-off date is **Monday the 10th day of June, 2019** (not to exceed seven days before the date of Extra Ordinary General Meeting for determining the eligibility to vote by electronic means or in Extra Ordinary General Meeting).
- (iii) The Members should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID provided to you along with the Notice for this Extra Ordinary General Meeting.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) Enter your password to be used provided to you along with the notice for this Extra Ordinary General Meeting.
- (viii) After entering these details appropriately, click on "**SUBMIT**" tab.
- (ix) Click on the EVSN for "Jain International Trade Organisation" on which you choose to vote.

- (x) On the voting page, you will see "**RESOLUTION DESCRIPTION**" and against the same the option "**YES/NO**" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "**SUBMIT**". A confirmation box will be displayed. If you wish to confirm your vote, click on "**OK**", else to change your vote, click on "**CANCEL**" and accordingly modify your vote.
- (xiii) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "**Click here to print**" option on the Voting page.
- (xv) In case you have any queries or issues regarding e-voting, write an email to helpdesk.evoting@cdslindia.com
- (xvi) The members would be able to cast their votes at the meeting through ballot paper if they have not availed the remote e-voting facility. If the vote is cast through remote e-voting facility then the members would not be permitted to exercise their voting right at the general meeting.
- (xvii) The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company and make, not later than three days of conclusion of the meeting a consolidated scrutinizer's report of the votes cast in favour or against, to the Chairman or to any Director or Officer who may be authorized by the Chairman for this purpose.
- (xviii) The Result of the voting shall be declared by the Chairman or any person authorised by the Chairman on or after the receipt of consolidated scrutinizer's report. The result along with the scrutinizer's report will be placed on the Company's website, www.jito.org and on the website of the CDSL i.e. www.cdslindia.com subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the Meeting i.e., **Saturday the 15th day of June, 2019.**

EXPLANATORY STATEMENT

As required by section 102 of the Companies Act, 2013 the following Explanatory Statement set out all material facts relating to the business mentioned here in above of the accompanying Notice dated 30th April,2019.

Item No1:

It was decided by the Board meeting held on 5th January, 2019 that the existing maximum number of members of the Company will be achieved in the coming months. Therefore, it is necessary to increase the maximum number of members to 25,000 (Twenty five thousand).

The Company made an application under section 8(4)(i) of the Companies Act, 2013 vide SRNH46066627 in the necessary form to MCA portal (the Registrar of Companies, Maharashtra, Mumbai) on 1st March, 2019 for amendments of article no. 2.1 of the Articles of Association of the Company. The Registrar of Companies, Maharashtra accorded its approval, for amendments of article 2.1 of the Articles of Association of the Company through e-mail received from MCA portal dated 12th April, 2019.

Pursuant to sections 8(4) (i) and 14 of the Companies Act, 2013, amendments of article 2.1 of the Articles of Association as stated hereinabove, require the permission of Members in General Meeting and hence the Board commends these special resolutions for your consideration and approval.

The Board commends the resolutions at item no. 1 of the accompanying notice for your approval.

None of the Director of the Company is concerned or interested in the Resolution at item No1 of the accompanying Notice.

Copy of the amended Memorandum of Association and Articles of Association of the Company and the approval through email dated 12th April, 2019 received from the Ministry of Corporate Affairs are available for inspection at the registered office of the Company between 10.00 a.m. and 1.00 p.m. on all working days except Saturday & Sunday and the same shall also be available for inspection by the Members at the time of general meeting.

By Order of the Board of
JAIN INTERNATIONAL TRADE ORGANISATION

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