

JENDAMARK INDIA PRIVATE LIMITED

CIN: U29100PN2010PTC135272

Regd Off: Gat No. 736, 733 Pune Bangalore Highway, At Post Velu, Tal - Bhor, Pune-412205

Telephone No. - +912113-252005 | Email id: finance@jendamark.in

Website: <https://www.jendamark.in/>

NOTICE

SHORTER Notice is hereby given that the 14th Annual General Meeting of members of **JENDAMARK INDIA PRIVATE LIMITED** will be held on **Tuesday, the 21st Day of May, 2024 at 03.30 P.M. (IST)** at the registered office of the Company situated at **Gat No. 736, 733 Pune Bangalore Highway, at Post Velu, Bhor Pune-412205** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024, including the audited Balance Sheet as at 31st March, 2024 and the Statement of Profit and Loss for the financial year ended on that date and the Reports of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESSES:

2. To consider and approve Alteration of Articles of Association of the Company.

To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**—

“RESOLVED THAT pursuant to the provisions of Section 5 and 14 of the Companies Act 2013 read with the rules made thereunder as amended from time to time and any other provisions, if applicable (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to alter the Articles of Association (AOA) of the Company by deleting sub-clause (i) and (ii) of Clause 93 of the AOA of the Company.

The deleted sub-clause (i) and (ii) of Clause 93 shall read as under:

THE SEAL

93. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

RESOLVED FURTHER THAT the remaining clauses of the existing AOA shall remain the same and any of the directors of the Company is hereby authorised to renumber the AOA of the Company, if required, in accordance with the standard AOA in E-form INC-34 to the extent in consonance with the existing AOA of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company, be and are hereby authorized to do all such acts, deeds, matters, things as may be necessary or expedient, including filing of requisite forms with the Registrar of Companies and Ministry of Corporate Affairs or submission of documents

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with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to execute such documents, instruments and writings as may be required in this connection."

For and on behalf of the Board of Directors of
JENDAMARK INDIA PRIVATE LIMITED



Himanshu Suresh Jadhav

Director | DIN: 08059009

Address: Flat No 17, Bldg C, Dwarkadheesh Residency,
Pimple Saudagar Pune 411027

Date: 21st May, 2024

Place: Pune

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NOTES:

1. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING SHALL BE ENTITLED TO APPOINT ANOTHER PERSON AS HIS/HER PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. COPY OF PROXY FORM HAS BEEN ENCLOSED HERewith.
2. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS / PROXIES ARE REQUESTED TO SIGN THE ATTENDANCE SLIP ANNEXED TO THE PROXY FORM AND HAND IT OVER AT THE GATE OF THE VENUE OF THE MEETING.
3. Corporate Members are requested to send a Board resolution duly certified, authorizing their representative to attend and vote on their behalf at the Annual General Meeting (the "AGM").
4. Relevant documents referred to in the accompanying Notice, the Statutory Registers, the Audited Financial Statements, the Director's Report and the Auditor's Report, will be available for inspection electronically. Any Shareholder interested in inspection may write to Mr. HimanshuJadhav, Director at himanshu@jendamark.in.
5. Members are requested to notify the Company immediately the changes, if any, in the address in full with the postal area, pin code number, etc.
6. The Register of Directors and Key managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and 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.
7. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed herewith.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 2: To consider and approve Alteration of Articles of Association of the Company.

This statement forms part of the Notice dated 21st May, 2024 and should be read along with the Agenda Item 2 as mentioned in the said Notice.

The Members are hereby informed that considering the operations of the Company and huge consumption of energy in carrying out the operations, the Board of Directors considered the need to install Solar Panels which will effectively result in saving the cost and efficient usage of electricity. Thus for the purpose of such installation, the Company approached Small Industrial Development Bank of India (SIDBI) for issuance of Term Loan amounting to Rs. 1,00,00,000/- (Rupees One Crore Only) for a term of 5 years.

However, during the pre-vetting of documents by Bank, the bank suggested deletion of Clause 93 of the Articles of Association(AOA) relating to the seal of the Company which requires to be affixed on every instrument of the Company. Upon the suggestion, the Board of Directors of the Company in its Board meeting held on 21st May, 2024 approved and recommended for members approval the alteration of Alteration of AOA of the Company.

The proposed alteration of AOA would be subject to the necessary approvals in terms of Section 5, and Section 14 of the Companies Act, 2013 and the rules made thereunder. Since the aforesaid sections require approval of the Shareholders of the Company by way of passing Special Resolution, your Directors recommend the resolution for alteration of AOA of the Company

Copy of existing Articles of Association and revised Articles of Association will be made available for inspection at the registered office of the Company during the working hours of the Company on any working day up to the date of the Annual General Meeting.

Memorandum of Interest:

None of the Directors (or Key Managerial Personnel) of the Company and their relatives are directly or indirectly concerned or interested (financially or otherwise) in the said resolutions.

The Board recommends the Special Resolution set out in the Notice for the approval of the Members.

For and on behalf of the Board of Directors of
JENDAMARK INDIA PRIVATE LIMITED



Himanshu Suresh Jadhav

Director | DIN: 08059009

Address: Flat No 17, Bldg C, Dwarkadheesh Residency,
Pimple Saudagar Pune 411027

Date: 21st May, 2024

Place: Pune