JAINAM
FERRO ALLOYS INDIA LIMITED

REF: JFAL/NSE/2022/43

Date: 2nd September, 2022

To,
National Stock Exchange of India Limited
Compliance Department,
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E), Mumbai – 400051

Scrip Code – JAINAM; ISIN- INE02KC01010

Subject: Update on Revised Notice of 8th Annual General Meeting of the Company.

Ref.: JFAL/NSE/2022/41 dated 01st September AGM Notice

Dear Sir/Madam,

With reference to our letter JFAL/NSE/2022/41 dated 01st September, 2022 in which we have submitted our AGM notice. We need to inform you that there is a typographical error in the para 1 of page 1 of the notice in the Venue of the Meeting.

We are enclosing herewith the Revised Intimation of 8th Annual General Meeting of our Company which is scheduled to be held on **Tuesday, 27th September, 2022** at **2:30 P.M.** the update is in reference with the venue of the 8th AGM the venue mentioned in para 1 Page no. 1 of the AGM Notice the address of the registered office mentioned is **Plot No. 103 to 113 & 130 to 136/A & 137, Sector-C Urla Industrial Area, Raipur (C.G) 492003** and the same is required to revised and the revised venue of the AGM read as **Wallfort Corporate House, Opp. Wallfort City, Ring Road No. 1, Bhatagaon, Raipur, Chhattisgarh 492013.**

We also hereby declare that there is no other changes except mentioned above in the Notice.

You are requested to please take the same on your record and acknowledge the receipt of the same.

Thanking You,
Yours Faithfully,

For, JAINAM FERRO ALLOYS (I) LIMITED

JAINAM FERRO ALLOYS (I) LTD. RAIPUR (C.G.)

Aakash Agrawal
Company Secretary

Encl: Revised Notice of 8th AGM.

NOTICE OF 8TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 8TH ANNUAL GENERAL MEETING OF THE MEMBERS OF JAINAM FERRO ALLOYS (I) LIMITED SCHEDULED TO BE HELD ON TUESDAY, 27TH SEPTEMBER, 2022 AT 02:30 P.M. AT WALLFORT CORPORATE HOUSE, OPP. WALLFORT CITY, RING ROAD NO. 1, BHATAGAON, RAIPUR, CHHATTISGARH 492013, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

Item No.1: To receive, consider and adopt the Audited Standalone Financial Statement of the Company as on 31st March, 2022 together with and Reports of Board of Directors along with its Annexure and Auditors Report thereon.

SPECIAL BUSINESS:

Item No.2: To Re-appoint Mr. Archit Parakh (DIN: 06797522), as the Managing Director of the company and fix his remuneration.

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

"**RESOLVED THAT** pursuant to provision sections 196,197,198 and 203 of the Companies Act, 2013, read with applicable rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the company and as recommended by Nomination and Remuneration Committee of the Board, consent of the members of the Company be and is hereby accorded to re-appoint **Mr. Archit Parakh (DIN: 06797522**) as Managing Director of the Company, whose office is not liable to be retire by rotation, for a further period of 5 years with effect from 13th July, 2023 to 12th July, 2028 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee which is set out in the explanatory statement annexed to the notice convening this annual general meeting.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter and vary the terms and conditions of the said appointment and remuneration including authority to determine/ vary from time to time the amount of salary, perquisites, other benefits and allowances and commission payable to Mr. Archit Parakh in such manner as may be agreed to between the Board and Mr. Archit Parakh, subject to the total remuneration not exceeding five percent (5%) of the net profits of the Company per annum and to do all such acts, deeds, matters and things as it may, in its sole and absolute discretion deem necessary, expedient, usual or proper to give effect to this resolution."

Item No.3: To Re-appoint Mr. Arpit Parakh (DIN: 06797516), as the Whole-time Director of the company and fix his remuneration.

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

"**RESOLVED THAT** pursuant to provision sections 196,197,198 and 203 of the Companies Act, 2013, read with applicable rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and Schedule V of the Companies Act, 2013 and the provisions of Articles of Association of the company and as recommended by Nomination and Remuneration Committee of the Board, consent of the members of the Company be and is hereby accorded to re-appoint **Mr. Arpit Parakh (DIN: 06797516**) as Whole-time Director of the Company, whose office is not liable to be retire by rotation, for a further period of 5 years with effect from 13th July, 2023 to 12th July, 2028 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee which is set out in the explanatory statement annexed to the notice convening this annual general meeting.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter and vary the terms and conditions of the said appointment and remuneration including authority to determine/ vary from time to time the amount of salary, perquisites, other benefits and allowances and commission payable to Mr. Arpit Parakh in such manner as may be agreed to between the Board and Mr. Arpit Parakh, subject to the total remuneration

not exceeding Five percent (5%) of the net profits of the Company per annum and to do all such acts, deeds, matters and things as it may, in its sole and absolute discretion deem necessary, expedient, usual or proper to give effect to this resolution."

Item No. 4: To approve the limit of Related Party Transaction up to 50 Crore under section 188 of Companies Act, 2013

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 the Regulations 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014; and in accordance with the prevailing provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with rules made thereunder (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors/or the Audit Committee of the Company as the case may be to exercise the power conferred by this resolution and to enter into related party transaction(s) including material related party transactions by company with Related Parties for (i) sale, purchase or supply of any goods, materials, assets (Movable/Immovable), Rights or Services; (ii) selling or otherwise disposing of, or buying, property of any kind; (iii) leasing of property of any kind; (iv) availing or rendering of any services; (v) appointment of any agent for purchase or sale of goods, materials, services or property; (vi) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; (vii) Sub Contract Arrangement (viii) Borrowing from Related Party; (ix) Lending to Related Party (XI) investment in Related Party entity, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of 50.00 Crore, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors and/or Audit Committee thereof be and is hereby severally authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto including professional advice from external sources."

Item No. 5: To ratify remuneration of Cost Auditor appointed for the Financial Year 2022-23.

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 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or enactments thereof for the time being in force) the remuneration of Rs 30000/- (Rupees Thirty Thousand Only) plus GST, in addition to the reimbursement of travelling and out of pocket expenses payable to M/s Arindam & Associates (FRN : 000559), Cost Accountant, Raipur who was appointed as the Cost Auditor of the Company for the Financial Year 2022-23 by the Board of Directors of the Company pursuant to the recommendation by the Audit Committee, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.

Item No. 6: To revise the remuneration of Mr. Archit Parakh (DIN: 06797522), Managing Director of the company.

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution

RESOLVED THAT in partial modification of resolution passed in this regard by the members of the Company at General Meeting held on 13th July, 2018 and pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act'), the consent of the members be and is hereby accorded for revision in remuneration of Mr. Archit Parakh (DIN: 06797522), Managing Director, with effect from 01st April, 2022 for the remaining period of his tenure ending on 12th July, 2023.

RESOLVED FURTHER THAT the remuneration payable to Mr. Archit Parakh (DIN: 06797522), Managing Director with effect from 01st April, 2022 shall be as under:

Salary: Rs. 5,00,000- p.m. with effect from 01st April, 2022 inclusive of all perquisite.

RESOLVED FURTHER THAT the consent and ratification of the Members of the Company be and is hereby accorded that Mr. Archit Parakh (DIN: 06797522), Managing Director of the Company be paid remuneration by way of Salary, Perquisites and allowances upto a maximum of Rs. 5,00,000/- (Rupees Five Lacs only) as minimum remuneration for the remaining period till 12th July, 2023 in case the Company has no profits or its profit are inadequate.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT where in any financial year, during the currency of the tenure of Mr. Archit Parakh (DIN: 06797522), Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company, as approved by the resolution passed at the General Meeting of the Company held on 13th July,2018 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Director or the Chief Financial Officer or the Company Secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may. in its absolute discretion, consider necessary desirable including power to sub-delegate, in order to give effect to this resolution."

Item No. 7: To revise the remuneration of Mr. Arpit Parakh, (DIN: 06797516) the Whole-time Director of the company.

To consider and if thought fit, to pass with or without modification, the following Resolution as a Special Resolution

RESOLVED THAT in partial modification of resolution passed in this regard by the members of the Company at General Meeting held on 13th July, 2018 and pursuant to the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('the Act'), the consent of the members be and is hereby accorded for revision in remuneration of **Mr. Arpit Parakh (DIN: 06797516**), Whole-time Director, with effect from 01st April,2022 for the remaining period of his tenure ending on 12th July, 2023.

RESOLVED FURTHER THAT the remuneration payable to Mr. Arpit Parakh, (**DIN**: **06797516**), Whole-time Director with effect from 01stApril, 2022 shall be as under:

Salary: Rs. 5,00,000- p.m. with effect from 01st April,2022 inclusive of all perquisite.

RESOLVED FURTHER THAT the consent and ratification of the Members of the Company be and is hereby accorded that Mr. Arpit Parakh, (**DIN**: **06797516**), Whole-time Director of the Company be paid remuneration by way of Salary, Perquisites and allowances upto a maximum of Rs. 5,00,000/- (Rupees Five lacs only) as minimum remuneration for the remaining period in case the Company has no profits or its profit are inadequate.

RESOLVED FURTHER THAT the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT where in any financial year, during the currency of the tenure of Mr. Arpit Parakh, (**DIN**: **06797516**), Whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration,

subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company, as approved by the resolution passed at the General Meeting of the Company held on 13th July,2018 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Director or the Chief Financial Officer or the Company Secretary thereof be and are hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may in its absolute discretion, consider necessary desirable including power to sub-delegate, in order to give effect to this resolution."

By Order of the Board of Directors
For, Jainam Ferro Alloys (I) Limited
Sd/-
Aakash Agarwal
Company Secretary & Compliance Officer

Place: Raipur
Date: 01/09/2022

Registered Office:
Plot No.103 to 113 & 130 to 136/A & 137,
Sector-C Urla Industrial Area,
Raipur CT 492003
Tel: +91-771-4700109
E-mail: cs@jainamferro.com
Website: www.jainamferro.com

NOTES:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.
2. A Member Entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend andvote in the Meeting instead of himself/herself, and the proxy need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty (50) members in aggregate not more than ten (10) percent of the total share capital of the Company.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for theAGM is enclosed.
5. 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 of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained underSection 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. 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.
9. Pursuant to Reg. 42 of the SEBI (LODR) Regulations, 2015 read with section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books will remain closed from (21st September, 2022 to 27th September, 2022) (Both days inclusive) for the purpose of AGM.
10. Members are requested to notify any correction/change in their name/address including Pin Code number immediately to the Companies Register/Depository Participant. In the event of non–availability of Members latest address either in the Companies records or in Depository Participant's records, members are likely to miss notice and other valuable correspondence sent by the company.

11. Members are requested to kindly mention their Folio Number/ Client ID Number (in case of Demat shares) in all their correspondence with the Companies Registrar to enable prompt reply to their queries.

12. With a view to using natural resources responsibly, we request shareholders to update their e-mail address, with their Depository Participants to enable the Company to send communications electronically. The Annual Report 2021-22 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s).

13. As per Section 108 of the Companies Act, 2013, Rule 20(2) of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 , the Company has not provided a facility to the members to exercise their votes electronically through the electronic voting, service facility arranged by Depository due to its non-applicability. Voting through ballot/polling paper will only be made available at the AGM.

14. Mr. Nitesh Chaudhary, Proprietor of M/s. Nitesh Chaudhary and Associates, Practicing Company Secretary, (Membership No: F10010; COP No.:16275) has been appointed as the scrutinizer to act as scrutinizer for the purpose of Annual General Meeting (Ballot Voting in 8th AGM).

15. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.

16. All documents referred to in the Notice will be available for inspection at the Company's registeredoffice during 11:00 am to 1:00 pm normal business working days up to the date of the AGM.

17. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.

18. As per provisions of the Companies Act, 2013, facility for making nominations is available to Individuals holding shares in the Company. The Nomination Form-2B prescribed by the Governmentcan be obtained from the Share Transfer Agent or may be downloaded from the website of the Ministry of Corporate Affairs. Information required to be furnished under Reg. 36 of the of the SEBI (LODR) Regulations, 2015 for Directors retired by rotation/Appointment of Director/Reappointment/ratifications:

    - The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 20th September, 2022.
    - Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice through electronic means and holding shares as of the cut-off date i.e. 20th September, 2022 may sending a request at cs@jainamferro.com for annual report for F.Y. 2021-22.
    - A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting at the AGM through ballot paper.
    - The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM.
    - The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall provide the report within two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized byhim in writing, who shall countersign the same and declare the result of the voting forthwith.
    - The Results of AGM voting will be declared along with the report of the Scrutinizer within 2 working days of the conclusion of AGM and shall be placed on the website of the Company www.jainamferro.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the NSE Limited.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out in detail all material facts relating to item of Business as mentioned in accompanying Notice convening the AGM of the Company:

ITEM NO. 2

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has re-appointed Mr. Archit Parakh (DIN: 06797522) as Managing Director of the Company for a period of five years from 13th July, 2023 to 12th July, 2028 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and as approved by the Audit Committee and the Board of Directors at their respective meeting held on 1st September, 2022.

Terms of appointment: The tenure of re-appointment of Managing Director shall be for a period of 5 (Five) years commencing from 13th July, 2023 to 12th July, 2028.

Remuneration: The remuneration given below shall be for a period of 5 years commencing from 13th July, 2023 to 12th July, 2028 and the remuneration for the remaining tenure of his office shall be subject to the approval of the Members.
A. Salary: Rs. 5,00,000/- per month
B. Commission: Nil
C. Perquisites: The perquisites shall be valued as per Income Tax Rules, 1962.

However, the amount of perquisites shall be restricted to annual salary. For this purpose, perquisites will be as follows: -

1. Medical Reimbursement: The reimbursement of actual medical expenses incurred by self and family of the Mr. Archit Parakh.

2. Health Insurance: Health Insurance premium for covering self and dependent family members of Mr. Archit Parakh

3. Leave: As per the Rules of the Company applicable to the Senior Executives.

4. Reimbursement of Expenses: Expenses incurred for travelling, board and lodging including for Mr. Archit Parakh spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

Overall Remuneration Subject to an overall limit of 5% of the net profit individually and 10% of the net profit collectively payable to the Managing Director and Whole-time Director of the Company, as calculated in accordance with Section 197 and limit approved by the members in previously and other applicable provisions read with Schedule V to the said Act, as may be for the time being in force.

Minimum Remuneration In the event of loss or inadequacy of profits in any financial year during the currency of tenure of office of the appointees, the Company may pay them remuneration by way of consolidated salary and perquisites in accordance with the limits laid down under Section II of Part II of Schedule V to the said Act, as may be applicable at the relevant time, subject to necessary approval(s) as may be required. The perquisites specified in Section II of Part II of Schedule V to the Act, however shall not be included in the computation of the ceiling on remuneration specified under Section II of Part II of Schedule V to the Act. The value of the perquisites for the purpose of calculating the above annual ceiling shall be evaluated as per Income Tax Rules wherever applicable otherwise at actuals.

Sitting Fee: The appointees shall not so long as they act as Managing Director of the Company, be paid any sitting fees for attending any meeting of the Board or Committee thereof.

Termination: Notwithstanding anything contained in this Agreement, either party shall be entitled to determine this Agreement by giving three calendar months' notice in writing in that behalf to the other party and on the expiry of the period of such notice, this Agreement shall stand terminated. The Company shall also be entitled without assigning any reason whatsoever to terminate the Agreement on giving to the appointees three months' salary as specified hereinabove under the head Remuneration, in lieu of three calendar months' notice required to be given under this clause.

Service of Notice: Any notice to be given hereunder shall be sufficiently given or served in case of the appointees by being delivered either personally to them or left for them at their addresses last known to the Company or sent by registered post addressed to them at such address and in the case of the Company by being delivered at or sent by registered post addressed to its Registered Office; any such notice if so posted shall be deemed served on the day following that on which it was posted.

In terms of requirements under Schedule V to the Companies Act 2013, the Company requires to seek members' approval by a special resolution for minimum remuneration payable to the respective appointees in the scale laid down in Section II of Part II of Schedule V to the Act. In the event of loss or inadequate profits, the Company will obtain approval of Central Government for continuing the payment of Remuneration to the aforesaid appointees.

Memorandum of Interest: None of the Directors, Key managerial personnel and relatives of such persons except Mr. Archit Parakh, in any way, concerned or interested, financial or otherwise, in the aforesaid Resolution.

The Board accordingly recommends the Resolutions set out in item Nos.02 of the accompanying Notice for members' approval by way of Special Resolution.

Inspection of documents: The draft of the proposed Agreements to be entered into between the Company and the appointees are available for inspection by the Members of the Company at its Registered Office, on any working day (Monday to Friday) prior to the date of the meeting during 1.00 P.M to 3.00 P.M and will also be available at the meeting.

ITEM NO. 3

The Board of Directors (based on the recommendation of Nomination and Remuneration Committee) has re-appointed Mr. Arpit Parakh (DIN: 06797516) as Whole-time Director of the Company for a period of five years from 13th July, 2023 to 12th July, 2028 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and as approved by the Audit Committee and the Board of Directors at their respective meeting held on 1st September, 2022.

Terms of appointment: Term: The tenure of re-appointment of Whole-time Director shall be for a period of 5 (Five) years commencing from 13th July, 2023 to 12th July, 2028.

Remuneration: The remuneration given below shall be for a period of 5 years commencing from 13th July, 2023 to 12th July, 2028 and the remuneration for the remaining tenure of his office shall be subject to the approval of the Members.

A. Salary: Rs. 5,00,000/- per month

B. Commission: Nil

C. Perquisites: The perquisites shall be valued as per Income Tax Rules, 1962.

However, the amount of perquisites shall be restricted to annual salary. For this purpose, perquisites will be as follows: -

1. Medical Reimbursement: The reimbursement of actual medical expenses incurred by self and family of the Whole-time Director.

2. Health Insurance: Health Insurance premium for covering self and dependent family members of Mr. Arpit Parakh

3. Leave: As per the Rules of the Company applicable to the Senior Executives.

4. Reimbursement of Expenses: Expenses incurred for travelling, board and lodging including for Mr. Arpit Parakh spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

The Directors, therefore, recommend the Resolution as set out in item no. 03 for the approval of the Members of the Company.

Except Mr. Arpit Parakh none of the other Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

ITEM NO. 4

Pursuant to Section 188 of the Companies Act, 2013 ("the Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board/Audit Committee and prior approval of the members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules, the company in its meeting dated 1st September, 2022 get approval for all 'material' related party transactions (RPT) from Board and its Committees for any of the Related Party Transactions to be done by company in future up to the limit prescribed here. The aforesaid provisions are not applicable in respect transactions entered into by the Company in the ordinary course of business.

However, pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), approval of the shareholders through

Ordinary Resolution is required for all 'material' related party transactions (RPT) even if they are entered into in the ordinary course of business on an arm's length basis. For this purpose, a RPT will be considered 'material' if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds 10% or any amended prescribed limits as per the Companies Act, 2013 and its Rules, SEBI (LODR) Regulations, 2015 of the Company as per the last audited financial statements of the Company.

In terms of the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the contracts/ arrangements/transactions relating to sale, purchase, transfer or receipt of products, goods, materials, assets or services, selling or otherwise disposing, lending, borrowing, Sub Contract Arrangement, appointment to any office or place of profit, availing or rendering of any services, leasing of property on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of 50 Crore for the financial year 2022-23, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out in the ordinary course of business of the Company.

The Directors, therefore, recommend the Resolution as set out in item no. 4 for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution.

ITEM NO. 5

Pursuant to section 148 of Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 the Company is required to appoint a cost auditor to audit the cost records for the applicable products of the Company.

The Board of directors of the Company at their meeting held on 26th May, 2022, on the recommendation of Audit Committee, has appointed M/s Arindam & Associates (FRN: 000559), Cost Accountant as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ended on 31 March 2023 at remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) Plus GST and out-of-pocket expenses. In terms of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration as approved by the Board of Directors is required to be ratified by the shareholders subsequently. Accordingly, consent of the Members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2022-23.

None of the Directors or Key Managerial Personnel of the Company is concerned or interested, financially or otherwise, in the proposed resolution.

The Board commends the resolution set out at item no. 5 of the approval members in general meeting as ordinary resolution.

ITEM NO. 6

Mr. Archit Parakh, is the promoter and Managing Director of the company. He has been appointed as the director since 06th March, 2014 and designated as a Managing Director of the company with effect from 13th July,2018. Mr. Archit Parakh, aged 35 years, is a Finance Consultant. He possesses valuable experience in the field of marketing and financial operations, oversight of quality control and the day-to-day affairs of the Company. Under his leadership, our company has been successful in expanding its customer base and revenue growth. Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Archit Parakh, the Board of Directors, on recommendation of the Nomination and Remuneration Committee, at its meeting held on 1st September, 2022 has approved the proposal to increase the salary of Mr. Archit Parakh, Managing Director, subject to the approval of shareholders, as set out in the resolution being item no. 6 of the accompanying notice w.e.f 01st April, 2022 for the remaining period of his tenure i.e. upto 12th July,2023.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mr. Archit Parakh, Managing Director where the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary , perquisites and allowances as specified in the resolution being item no. 6 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act , 2013 , as may be amended from time to time. Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case

of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:

(i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.

(ii) There is no default in repayment of any of its debts or interest payable thereon.

The Nomination and Remuneration Committee at its meeting held on 1st September,2022 has already approved the above remuneration payable to Mr. Archit Parakh, Managing Director, of the Company. Further the Company has not made any default in repayment of any of its debts or interest payable thereon. The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act and hence approval of Central Government is not required for the above revision in remuneration. Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company as approved by the members of the Company shall remain unchanged. Considering Mr. Archit Parakh, Managing Director experience, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval. Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

The Directors, therefore, recommend the Resolution as set out in item no. 6 for the approval of the Members of the Company.

None of the Directors, Key managerial personnel and relatives of such persons except Mr. Archit Parakh, in any way, concerned or interested, financial or otherwise, in the aforesaid Resolution.

Statement containing the information as required under Section-II, Para-II of Schedule V to the Companies Act, 2013:

I. General Information			
1	Nature of Industry	Manufacturing and Sale of Ferro Manganese and Silico Manganese	
2	Date or expected date of Commencement of Commercial production	June 2016	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4	Financial performance based on given indicators	Particulars	2021-22 (as per audited financials Report) (In Lakh)
		Paid up Capital	1056.12
		Reserves and Surplus	5221.92
		Total Revenue 'from Operations	20160.64
		Total Expenses	16408.87
		Profit before Tax	3751.77
		Profit after Tax	2802.50
II. INFORMATION ABOUT THE APPOINTEE:			
1	Background details	Mr. Archit Parakh has overall experience of around 12 years. He is currently involved in marketing and financial operations, oversight of quality control and the day-to-day affairs of the Company. Under his leadership, our company has been successful in expanding its customer base and revenue growth. He is associated with the Company from the very beginning.	

2	Past Remuneration (per month)	2,50,000
3	Job profile and his suitability	marketing and financial operations
4	Remuneration proposed	5,00,000
5	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the with respect to industry, size of the profile of Mr. Archit Parakh, the responsibilities shouldered by him and the industry benchmarks, the person remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
6	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	He is a Managing Director and Promoter of the Company holding 1,56,000 shares.
III. OTHER INFORMATION:		
1	Reasons of loss or inadequate profits	The Company is passing a Special resolution pursuant to Sec 197 of the Companies Act, 2013 and as a matter of audit precaution, as the profit of the Company may get adversely impacted in the future due to business environment during the period for which remuneration is payable to Mr Archit Parakh i.e. till 12th July,2023
2	Steps taken or proposed to be taken for improvement	The Company has embarked on series of strategic and operational measures that is expected to result in the improvement in the present situation. The Company has also strategically placed to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom line which is very well evidentiary in financial of the Company.
3	Expected increase in productivity and profits in measurable terms	The Company has taken various measures to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing ad implementing its strategies to further improve its financial
IV. DISCLOSURES:		
The details of remuneration disclosed in the explanatory statement above.		

Item No.7

Mr. Arpit Parakh, is the Whole-time Director of the company. He has been appointed as the director since 06th March, 2014 and designated as a Whole-time Director of the company with effect from 13th July,2018. Mr. Arpit Parakh, aged 30 years, is a Bachelor of Technology from National Institute of Technology, Raipur. He possesses valuable experience in the field of in manufacturing activities, administration and Human Resource. Under his guidance, our company has been successful in expanding its customer base and revenue growth. Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr. Arpit Parakh, (DIN: 06797516) the Board of Directors, on recommendation of the Nomination and Remuneration Committee, at its meeting held on 1st September,2022 has approved the proposal to increase the salary of Mr. Arpit Parakh, (DIN: 06797516), Whole-time Director, subject to the approval of shareholders, as set out in the resolution being item no. 7 of the accompanying notice w.e.f 01st April, 2022 for the remaining period of his tenure i.e. upto 12th July,2023.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mr. Arpit Parakh, (DIN: 06797516), Whole-time Director where the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary , perquisites and allowances as specified in the resolution being item no. 7 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act , 2013 , as may be amended from time to time. Out of abundant caution and in view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no

profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following: (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors. (ii) There is no default in repayment of any of its debts or interest payable thereon. The Nomination and Remuneration Committee at its meeting held on 1st September,2022 has already approved the above remuneration payable to Mr. Arpit Parakh, (DIN: 06797516), Whole-time Director, of the Company. Further the Company has not made any default in repayment of any of its debts or interest payable thereon. The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act and hence approval of Central Government is not required for the above revision in remuneration. Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole-time Director of the Company as approved by the members of the Company shall remain unchanged. Considering Mr. Arpit Parakh, (DIN: 06797516), Whole-time Director experience, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval. Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

The Directors, therefore, recommend the Resolution as set out in item no. 7 for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives except Mr. Arpit Parakh are in any way, financially or otherwise concerned or interested in this Resolution.

Statement containing the information as required under Section-II, Para-II of Schedule V to the Companies Act, 2013

I. General Information			
1	Nature of Industry	Manufacturing and Sale of Ferro Manganese and Silico Manganese	
2	Date or expected date of Commencement of Commercial production	June 2016	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4	Financial performance based on given indicators	Particulars	2021-22 (as per audited financials Report) (In Lakh)
		Paid up Capital	1056.12
		Reserves and Surplus	5221.92
		Total Revenue 'from Operations	20160.64
		Total Expenses	16408.87
		Profit before Tax	3751.77
		Profit after Tax	2802.50
II. Information About the Appointee:			
	Background details	He has a work experience of around 7 years in manufacturing activities, administration and Human Resource.	
	Past Remuneration (per month)	2,50,000	
	Job profile and his suitability	Manufacturing, Marketing and Human Resourse Management.	
	Remuneration proposed	5,00,000	
	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with	Taking into consideration the size of the Company, the with respect to industry, size of the profile of Mr. Arpit Parakh, the responsibilities shouldered by him and the industry benchmarks, the person remuneration	

	respect to the country of his origin)	proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.
	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	He is a Whole-time Director of the Company holding 1,56,000 shares.
III. Other Information:		
1	Reasons of loss or inadequate profits	The Company is passing a Special resolution pursuant to Sec 197 of the Companies Act, 2013 ad as a matter of audit precaution, as the profit of the Company may get adversely impacted in the future due to business environment during the period for which remuneration is payable to Mr Arpit Parakh i.e. till 12th July,2023
2	Steps taken or proposed to be taken for improvement	The Company has embarked on series of strategic and operational measures that is expected to result in the improvement in the present situation. The Company has also strategically placed to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom line which is very well evidentiary in financial of the Company.
3	Expected increase in productivity and profits in measurable terms	The Company has taken various measures to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing ad implementing its strategies to further improve its financial
IV. Disclosures:		
The details of remuneration disclosed In the explanatory statement above.		

Place: Raipur
Date: 01/09/2022

By Order of the Board of Directors
For, Jainam Ferro Alloys (I) Limited
Sd/-
Aakash Agarwal
Company Secretary & Compliance Officer

Registered Office:

Plot No.103 to 113 & 130 to 136/A & 137,
Sector-C Urla Industrial Area,
Raipur CT 492003
Tel: +91-771-4700109
E-mail: cs@jainamferro.com
Website: www.jainamferro.com

Details of Directors seeking re-appointment and fixation of remueration at the forthcoming Annual General Meeting

(Pursuant to Regulation 36 of SEBI (Listing Obligation ad Disclosure requirement) Regulation 2015 and Secretarial Standard- II on General Meeting)

Name of Directors	**Mr. Arpit Parakh**	**Mr. Archit Parakh**
Date of Birth	24/09/1993	05/11/1987
Date of Initial appointment	06/03/2014	06/03/2014
Date of appointment (at current term)	13/07/2018	13/07/2018
Educational Qualification	He is a Bachelor of Technology from National Institute of Technology, Raipur	He is a Bachelor of Business Management and holds a degree of Master of Science in Finance and Accounts from University of Manchester
Expertise in specific functional areas	He has a work experience of around 7 years in manufacturing activities, administration and Human Resource.	He has an overall experience of around 12 years. Mr. Archit Parakh is currently involved in marketing and financial operations, oversight of quality control and the day-to-day affairs of the Company. Under his leadership, our company has been successful in expanding its customer base and revenue growth.
Directorships held in other companies	• JW Realtor Private Limited • Jainam Realbuild Private Limited • Jainam Buildmart Private Limited • Propspace Square Private Limited • Propconnect Avenue Private Limited • Swarnagram Fintech Private Limited • Wallfort Renewable Private Limited	• JW Realtor Private Limited • Jainam Realbuild Private Limited • Jainam Buildmart Private Limited • Wallfort Renewable Private Limited
Chairman & Member of the Committee of the Board of Directors of the Company	Member of Stakeholders Relationship Committee	Member of Audit Committee & CSR Committee
No. of Equity Share held in the Company	1,56,000	1,56,000
Inter-se Relationship with other Directors & KMP of the Company	NA	NA
Number of Board meetings attended during the year In the year 2022,	03	03
Remuneration last drawn for the financial year 2022	2,50,000/-	2,50,000/-
Remuneration sought to be paid	5,00,000/-	5,00,000/-

JAINAM FERRO ALLOYS (I) LIMITED

(CIN: L27100CT2014PLC001311)
Regd. Office: Plot No. 103 to 113 & 130 to 136/A & 137, Sector-C Urla Industrial Area, Raipur (C.G) 492003
Tel: 0771- 4087458; Email Id: cs@jainamferro.com; Website: www.jainamferro.com

Form No. MGT-11,
Proxy Form 8TH ANNUAL GENRAL MEETING
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id:	Folio No /Client ID:	DP ID:

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8th Annual General Meeting of the company, to be held on Wallfort Corporate House, Opp. Wallfort City, Ring Road No. 1, Bhatagaon, Raipur, Chhattisgarh 492013 on Tuesday 27th September 2022 at 02:30 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(S)	I/we Assent to theResolution (FOR)	I/we dissentto the Resolution (AGAINST)
1.	To receive, consider and adopt the Audited Standalone Financial Statement of the Company as on 31st March, 2022 together with and Reports of Board of Directors along with its Annexure and Auditors Report thereon.		
2.	To re-appoint Mr. Archit Parakh (DIN: 06797522), as the Managing Director of the company and fix his remuneration.		
3.	To Re-appoint Mr. Arpit Parakh (DIN: 06797516), as the Whole-time Director of the company and fix his remuneration.		
4.	To Approve the limit of Related Party Transaction up to 50 Crore under section 188 of Companies Act, 2013.		
5.	To Ratify Remuneration of Cost Auditor.		
6.	To revise the Remuneration of Mr. Archit Parakh (DIN: 06797522), the Managing Director of the company.		
7.	To revise the Remuneration of Mr. Arpit Parakh (DIN: 06797516), the Whole-time Director of the company.		

*Applicable for investors holding shares in electronic form.Signed this____day of___2022

Signature of Shareholder _____
Signature of Proxy holder_____

Affix Revenue Stamp

Signature of the shareholder Across Revenue Stamp

Note:

1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2) The proxy need not be a member of the company.

JAINAM FERRO ALLOYS (I) LIMITED

(CIN: L27100CT2014PLC001311)
Regd. Office: Plot No. 103 to 113 & 130 to 136/A & 137, Sector-C Urla Industrial Area, Raipur (C.G) 492003
Tel: 0771- 4087458; Email Id: cs@jainamferro.com; Website: www.jainamferro.com

ATTENDANCE SLIP

8TH ANNUAL GENRAL MEETING

(Full name of the member's attending_____
(In block capitals)

Ledger Folio No. /Client ID No. No._____of shares held_____

Name of Proxy_____
(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 8th Annual General Meeting of the JAINAM FERRO ALLOYS (I) LIMITED at Wallfort Corporate House, Opp. Wallfort City, Ring Road No. 1, Bhatagaon, Raipur, Chhattisgarh 492013 on Tuesday 27th September 2022 at 02:30 P.M.

_____
(Member's /Proxy's Signature)

Note:

1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
2) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
3) The submission by a member of this form of proxy will not preclude such member from attendingin person and voting at the meeting.

JAINAM FERRO ALLOYS (I) LIMITED

(CIN: L27100CT2014PLC001311)
Regd. Office: Plot No. 103 to 113 & 130 to 136/A & 137, Sector-C Urla Industrial Area, Raipur (C.G) 492003
Tel: 0771- 4087458; Email Id: cs@jainamferro.com; Website: www.jainamferro.com

POLLING PAPER (FORM NO.MGT-12) 8TH ANNUAL GENRAL MEETING

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of theCompanies (Management and Administration) Rules, 2014]

Name of the Company: **JAINAM FERRO ALLOYS (I) LIMITED**
Registered Office: Plot No. 103 to 113 & 130 to 136/A & 137, Sector-C Urla Industrial Area Raipur (C.G) 492003
CIN: L27100CT2014PLC001311

BALLOT PAPER

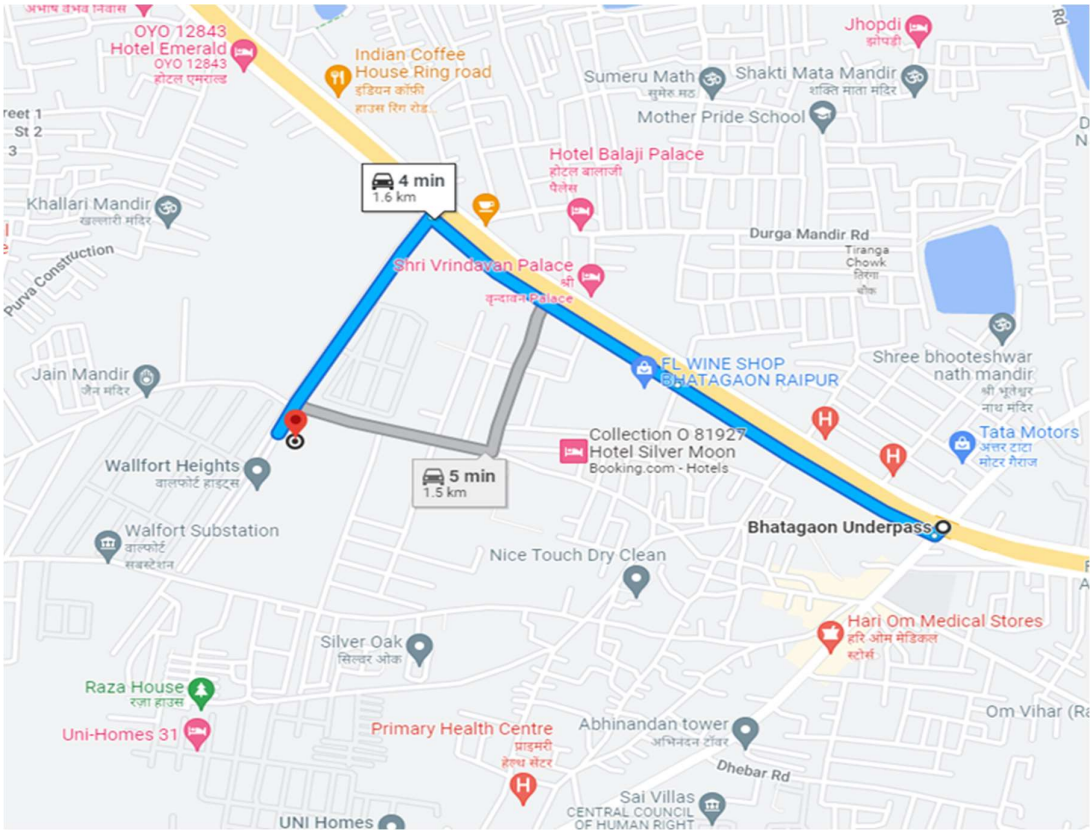
S. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investorsholding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special Resolutions numbered at below by recording my assent or dissent to the said resolutions in the following manner:

S. No.	Item No.	Type of Resolution	No. of Shares held by me Me	I assent to the Resolution	I dissent from resolution
1.	To receive, consider and adopt the Audited Standalone Financial Statement of the Company as on 31st March, 2022 together with and Reports of Board of Directors along with its Annexure and Auditors Report thereon.	Special			
2.	To re-appoint Mr. Archit Parakh (DIN: 06797522), as the Managing Director of the company and fix his remuneration.	Special			
3.	To Re-appoint Mr. Arpit Parakh (DIN: 06797516), as the Whole-time Director of the company and fix his remuneration.	Special			
4.	To Approve the limit of Related Party Transaction up to 50 Crore under section 188 of Companies Act, 2013.	Special			
5.	To Ratify Remuneration of Cost Auditor.	Ordinary			
6	To revise the Remuneration of Mr. Archit Parakh (DIN: 06797522), the Managing Director of the company.	Special			
7	To revise the Remuneration of Mr. Arpit Parakh (DIN: 06797516), the Whole-time Director of the company.	Special			

Place: Raipur
Date:

_____

Signature of the shareholder

ROUTE MAP FOR VENUE OF THE AGM