JAINAM
FERRO ALLOYS (I) LIMITED

January 31, 2025

REF: JFAL/NSE/2025/141

To,

The Listing Department,
The National Stock Exchange Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), MUMBAI – 400051

Ref.: NSE Symbol- JAINAM; ISIN- INEO2KC01010

Subject: Intimation Regarding Extra-Ordinary General Meeting, E-Voting and Submission of Notice.

This is to inform you that pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, ("SEBI Listing Regulations"), we wish to inform you that an Extra-Ordinary General Meeting ("EGM") of the Company is scheduled to be held on **Monday, February 24th, 2025, at 3.00 P.M. (IST)** at Wallfort Corporate House, Opp. Wallfort City, Ring Road No. 1, Bhatagaon, Raipur, Chhattisgarh 492013.

In compliance with provisions of Section 108. 109 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company is pleased to provide the facility of remote e-Voting and Poll voting at the EGM to its Members in respect of the business to be transacted at the meeting and the facility of casting the votes by the members using an electronic voting system ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The remote e-voting period shall commence on **21st February, 2025 at 09.00 A.M**. and ends on **23rd February, 2025 at 5:00 P.M**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut- off date of **17th February, 2025** may cast their vote electronically. The shareholders attending the EGM may also vote through physical poll.

The Notice of the meeting along with explanatory statement, containing the businesses to be transacted, is enclosed herewith and is also available on the website of the Company (www.jainamferro.com) and National Securities Depository Limited (NSDL), www.evoting.nsdl.com , inter-alia, indicating the process and manner of e-voting.

You are requested to take the above information on record.

Thanking you.
Yours faithfully,

FOR JAINAM FERRO ALLOYS (I) LIMITED

AAKASH AGRAWAL
Digitally signed by AAKASH AGRAWAL
Date: 2025.01.31 18:16:43 +05'30'

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

Aakash Agrawal
Company Secretary

Encl: as above

Regd. Office : Plot No. 103-113 & 130-136/A & 137, Sec.-C, Industrial Area, Urla, Raipur - 492003 (C.G.) India
Phone: +91-771-4047458 **Email:** jainamferro@gmail.com
(CIN:L27100CT2014PLC001311)

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 01/2024-25 EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF JAINAM FERRO ALLOYS (I) LIMITED IS SCHEDULED TO BE HELD ON MONDAY, 24TH FEBRUARY, 2025 AT 3 P.M. (IST) AT WALLFORT CORPORATE HOUSE, OPP. WALLFORT CITY, RING ROAD NO. 1, BHATAGAON, RAIPUR, CHHATTISGARH 492013, TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

ITEM NO. 1: ISSUE OF EQUITY SHARE WARRANTS TO PERSON FALLING IN 'NON-PROMOTER' CATEGORY ON A PREFERENTIAL BASIS

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any statutory modifications(s) or amendment(s) or re-enactment(s) thereof for the time being in force), the enabling provisions of the Memorandum and Articles of Association of the Company, and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations"), and subject to other applicable rules / regulations / guidelines / notifications / circulars and clarifications issued thereunder, if any, from time to time by the Government of India, the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI") and/or any other statutory or regulatory authorities, including the National Stock Exchange of India Limited (the "Stock Exchanges") and/ or any other competent authorities to the extent applicable, the uniform listing agreement entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the Government of India, any other statutory or regulatory authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted/to be constituted committee of Directors thereof to exercise its powers including powers conferred under this resolution), and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company, be and is hereby accorded to the Board to create, issue, offer and allot up to 11,50,000 (Eleven Lakhs and Fifty Thousand) Equity Share Warrants of face value of ₹ 10/- (Rupees Ten only) ("**Warrants**"), convertible into or exchangeable for 01 (one) fully paid-up equity share of face value of ₹10, carrying right exercisable by warrant holder to subscribe to one Equity Share of face value of ₹ 10/- each (Rupees Ten only) ("**Equity Shares**") which may be exercised in one or more tranches, during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months, for cash at an issue price of ₹221/- (Rupees Two Hundred and Twenty One only) including premium of ₹211/- (Rupees Two Hundred and Eleven only) ("**Issue Price**"), which is a price higher than the price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, for an aggregate amount of up to ₹ 25,41,50,000/- (Rupees Twenty-Five Crore Forty-One Lakhs and Fifty Thousand only), from time to time, in one or more tranches, to the proposed allottee(s), falling in the 'non-promoter' category, as mentioned in the table below (hereinafter referred to as the 'Proposed Allottee'), by way of preferential issue, on such other terms and conditions as set out herein, and in the explanatory statement to this Notice:

S. No.	Name of Proposed Allottees	Status of Proposed Allottees	Number of warrants to be issue	Consideration (₹)
1.	Wallfort Financial Services Limited	Non- Promoter Body Corporate	11,50,000	25,41,50,000

RESOLVED FURTHER THAT in terms of Regulation 161(a) of SEBI ICDR Regulations, the "**Relevant Date**" for the purpose of determination of floor price for the issue and allotment of Equity Shares, is January 24, 2025, being the date, which is 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting (i.e., February 24, 2025).

RESOLVED FURTHER THAT the Issue Price of ₹221/- per Equity Share, for preferential issue, is not less than the

floor price arrived at, in accordance with Regulation 164 and 166A of Chapter V of the SEBI ICDR Regulations, being higher of the following:

a) the 90-trading days' volume weighted average price (i.e., ₹188.71/-) of the Company's shares quoted on the stock exchange (National Stock Exchange of India Limited, being the stock exchange with higher trading volumes for the said period) preceding the "Relevant Date".
or
b) the 10-trading days' volume weighted average price (i.e., ₹216.48/-) of the Company's shares quoted on the stock exchange (National Stock Exchange of India Limited, being the stock exchange with higher trading volumes for the said period) preceding the "Relevant Date".
or
c) the price determined (i.e., ₹216.48/-) under the valuation report obtained by the Company from an independent registered valuer in terms of Regulation 166A of the SEBI ICDR Regulations, a copy whereof is posted on the website of the Company.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the preferential allotment of warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a) The Warrant holders shall be entitled to exercise the Warrants in one or more tranches within a period of 18 (eighteen) months from the date of allotment of the Warrants, in terms of Regulation 162(1) of SEBI ICDR Regulations, by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of ₹10/- each to the Warrant holders.

b) In case, the Warrant holder does not exercise the Warrants within a period of 18 months, from the date of allotment of such Warrants, the unexercised Warrants shall lapse, and the upfront consideration paid in respect of such Warrants shall be forfeited by the Company, as per Regulation 169(3) of the SEBI ICDR Regulations.

c) An amount equivalent to 50% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 50% shall be payable by the Warrant holder, in accordance with the provisions of Regulation 169(2) of the SEBI ICDR Regulations, as follows:

- An amount of ₹ 110.50/- (Rupees One Hundred and Ten and Fifty paisa only) per Warrant, which is equivalent to 50%of the Equity Share Warrants Issue Price, shall be paid at the time of subscription and allotment of each Warrant
- An amount of ₹55.25/- (Rupees Fifty-Five and Twenty-Five paisa only) per Warrant, which is equivalent to 25% of the Equity Share Warrants Issue Price, shall be paid within a period of 2 months from allotment of warrant.
- An amount of ₹55.25/- (Rupees Fifty-Five and Twenty-Five paisa only) per Warrant, which is equivalent to balance consideration of 25% of the Warrant Issue Price, shall be paid at the time of allotment of the equity shares pursuant to exercise of options against each such Warrant by the Warrant holder.

d) The Warrants shall be allotted in dematerialized form, within 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company, in line with the requirements of the Regulation 170(1) of the SEBI ICDR Regulations;
Provided that where any approval or permission by any regulatory authority or the Central Government for allotment is pending, the period of 15 days shall be counted from the date of the order on such application or the date of approval or permission, as the case may be;

e) In terms of Regulation 162(2) of the SEBI ICDR Regulations, upon exercise of the option to convert the Warrants by the Proposed Allottees within the stipulated tenure, the Company shall ensure that the allotment of Equity Shares, pursuant to exercise of the Warrants is completed within 15 (fifteen) days from the date of such exercise;

f) The Warrant itself until converted into Equity Share, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrant. However, Warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares. In terms of Regulation 166 of

the SEBI ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable.

g) The Equity Shares to be allotted upon exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing equity shares of the Company in all respects including the payment of dividend and voting rights.

h) The resulting Equity Shares will be listed and traded on the stock exchange(s), where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be. Further, Convertible Warrants shall not be listed.

i) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT consent of the members of the Company, be and is hereby accorded to the Board to record the names and addresses of the Proposed Allottees in the prescribed form PAS-5, pursuant to sub-rule 4 of rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and to issue & circulate the Private Placement Offer cum Application Letter in form PAS-4, to the Proposed Allottees, pursuant to rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, inviting them to subscribe to the Equity Shares, in accordance with the provisions of the Act.

RESOLVED FURTHER THAT in accordance with the proviso to sub-section 6 of Section 42 of the Act, the entire consideration of the issue and allotment of the Warrants pursuant to the preferential allotment, shall be paid to the Company from the bank account of the Proposed Allottees and kept by the Company in a separate bank account in a scheduled bank and shall not be utilized for any purpose other than—
(a) for adjustment against allotment of Warrants/ Equity Shares; or
(b) for the repayment of monies where the Company is unable to allot Warrants/ Equity Shares.

RESOLVED FURTHER THAT the Board or its committee, be and is hereby authorised to issue and allot Warrants/ Equity Shares upon conversion to the Proposed Allottee.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants, as the case may be, to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of Warrants making applications to the Stock Exchanges for obtaining requisite approvals, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) (collectively the "**Depositories**"), to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of Warrants/ Equity Shares without being required to seek any further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors
For Jainam Ferro Alloys (I) Limited

Place: Raipur
Date: 28th January 2025

AAKASH AGRAWAL
Digitally signed by AAKASH AGRAWAL
Date: 2025.01.28 19:23:10 +05'30'

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: +91-771-4047458
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 EGM is entitled to appoint a proxy to attend and vote 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 aggregating 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 the EGM 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. 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 not be applicable as the company do not have any shares in physical form.
8. 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.
9. 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.
10. 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.
11. Pursuant to the provisions of Section 108, 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Company is providing facility of remote e-Voting and poll voting at the EGM to its Members in respect of the business to be transacted at the EGM.
12. 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 voting at the EGM and remote e-Voting process, in a fair and transparent manner.
13. 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.

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

15. 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 EGM hall.

- 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 February 17, 2025.
- 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 shall be entitled to avail the facility of voting at the EGM through ballot paper.
- The Chairman shall, at the EGM, 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 EGM and not voted through remote e-voting on the resolutions.
- The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting through ballot voting and remote E-voting, in the presence of at least two witnesses not in the employment of the Company and shall provide the consolidated report on Ballot Voting and remote E-Voting within two working days from the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- The Results of EGM voting will be declared along with the report of the Scrutinizer within 2 working days of the conclusion of EGM 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 National Stock Exchange of India Limited.

16. Process and manner for Members opting for e-Voting is as under:

- ✓ Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Company is providing facility of remote e-Voting and poll voting at the EGM to its Members in respect of the business to be transacted at the EGM. The Company has engaged the services of NSDL for facilitating e-Voting to enable the Members to cast their votes electronically. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the EGM.
- ✓ Members are provided with the facility for remote voting before the EGM and ballot voting at EGM by the Members participating at the EGM, who have not already cast their vote by remote e-Voting, are eligible to exercise their right to vote at the EGM.
- ✓ Members who have already cast their vote by remote e-Voting prior to the EGM, will also be eligible to participate at the EGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.
- ✓ **Members of the Company holding shares either in physical form or electronic form, as on the cut-off date of Monday, February 17, 2025, may cast their vote by remote e-Voting. The remote e-Voting period commences on Friday, February 21, 2025 at 9:00 a.m. (IST) and ends on Sunday, February 23, 2025 at 5:00 p.m. (IST). The remote e-Voting module shall be disabled by National Securities Depository Limited (NSDL) for voting thereafter. Once the vote on a resolution is casted by the Member, the Member shall not be allowed to change it subsequently. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, February 17, 2025.**

17. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual Shareholders holding securities in demat mode

In order to increase the efficiency of the voting process and in pursuance of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, e-Voting facility is being provided to all the demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participants. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider ('ESP') thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.
Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Log-in method for Individual Members holding securities in Demat mode is given below:

Type of Members	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 2. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

their **Depository Participants**	

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login Method	Helpdesk details
Individual Members holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 4886 7000
Individual Members holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) **Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices 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:
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******.
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**********.
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 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:

a). If you are already registered for e-Voting, then you can user 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

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, etc.
   d). Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

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

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select **'EVEN'** of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

18. General Guidelines for Members:

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 csniteshchaudhary@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / evoting@nsdl.com

19. Process for those shareholders whose email IDs are not registered with the Depositories for procuring user ID and password and registration of e mail IDs for e-Voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar card by email to cs@jainamferro.com

2. In case shares are held in demat mode, please provide DP ID-CL ID (16 digit DP ID + CL ID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card to cs@jainamferro.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1(A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/Members may send a request to evoting@nsdl.co.in for procuring user ID and password for e-Voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

20. 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 remote e-Voting, as well as voting at the meeting.

By Order of the Board of Directors
For Jainam Ferro Alloys (I) Limited

Sd/-
Aakash Agarwal
Company Secretary

Registered Office:
Plot No.103 to 113 & 130 to 136/A & 137,
Sector-C Urla Industrial Area,
Raipur CT 492003
Tel: +91-771-4047458
E-mail: jainamferro@gmail.com
Website: www.jainamferro.com

Place: Raipur
Date: 28th January 2025

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 EGM of the Company:

ITEM NO. 1

ISSUE OF EQUITY SHARE WARRANTS TO PERSON FALLING IN 'NON-PROMOTER' CATEGORY ON A PREFERENTIAL BASIS

The Company is expanding its solar capacity and to partially finance the capital expenditure, working capital requirements of the Company, for existing as well as new growth opportunities and maintain adequate liquidity for future requirements in line with object and general corporate purpose, the Company shall need funds from time to time.

To enhance its long-term resources and thereby strengthening the financial structure, the Company has been exploring various options for raising funds.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations, are set forth below:

(i) Particulars of the offer including date of passing of Board resolution

The Board of Directors of the Company, at its meeting held on January 28, 2025, subject to necessary approval(s), has approved the proposal for issuing Equity Share Warrants (Warrants) to the non-promoter category that have agreed to subscribe to the proposed preferential issue and have confirmed their eligibility in terms of Regulation 159 of the SEBI ICDR Regulations.

The special resolutions contained in Item No. 1 of the Notice dated January 28, 2025, have been proposed pursuant to the provisions of Sections 42 and 62(1)(c) of the Companies Act, 2013 ("Act") and Regulations 160(b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations'), to issue and allot up to 11,50,000 (Eleven Lakhs and Fifty Thousand) Equity Share Warrant having face value of ₹10/- each, to persons belonging to the non-promoter category on preferential basis, at an issue price of ₹221/- (Rupees Hundred and Twenty one only) which is a price higher than the price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, for an aggregate amount of up to ₹ 25,41,50,000/- (Rupees Twenty Five Crore Forty One Lakhs Fifty Thousand only) for cash consideration ("Issue").

(ii) Objects of the Issue;

The Company intends to utilize the proceeds raised through the Issue ("Issue Proceeds") towards the following objects:

1. **Working Capital** – For ensuring the Company is left with sufficient balance to overcome its working capital needs for which it is currently depending on the credit limit sanctioned by financial institutions;
2. **General Corporate Purposes** – Up to 25% of the proceeds will be utilized for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws.
4. **Capital Expenditure** – For undertaking capital expenditure in the Company to purchase solar plant equipment. The primary purpose of expanding the capacity of the solar plant is to enhance the overall generation capability to meet the growing energy demand, support sustainability goals, and contribute to a cleaner, more reliable energy grid. By increasing the capacity, the plant will maximize its utilization of renewable energy sources, reduce dependency on fossil fuels, and help mitigate environmental impacts. This expansion will also improve the plant's efficiency, leverage technological advancements in solar energy, and position the facility to better serve both current and future energy needs while supporting national and regional renewable energy targets.

Particulars	Amount (₹ in Crore)	Tentative timelines for utilization of Issue Proceeds
Gross Proceeds from Preferential allotment *	**25,41,50,000**	18-24 Months
Utilization:		
Working Capital	5,00,00,000	18-24 Months
General Corporate Purposes	5,00,00,000	18-24 Months
Capital Expenditure	15,41,50,000	18-24 Months
Total Utilization	**25,41,50,000**	

** Considering 100% subscription under Issue*

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on the Management estimates and other commercial and technical factors.

Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Tentative timelines for utilization of Issue Proceeds:

The net Issue Proceeds to be received by the Company on Warrants within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations would be utilized for the Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 12 months from the date of receipt of funds.

If the Issue Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilized in subsequent periods in such a manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and any variation in the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated from time to time and as permitted under applicable laws, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by the Government of India or any other investments as permitted under applicable laws.

Monitoring of utilization of Issue Proceeds

Given that if the Issue size exceeds ₹100 Crore (Rupees One Hundred Crores), in terms of Regulation 162A(1) of the SEBI ICDR Regulations, then Company is required to appoint Monitoring Agency. However, as the issue size is not exceeding ₹100 Crore (Rupees One Hundred Crores) company is not required to appoint any monitoring agency.

(iii) kinds of securities offered, total/ maximum no. of securities to be issued/ material terms of raising such securities:

No. of Equity Share Warrants	11,50,000
Total no. of Equity Share Warrants	**11,50,000**

The material terms of the proposed preferential issue of the Equity Share Warrants are stipulated in the special resolutions set forth in item no. 1 and this explanatory statement to the Notice.

(iv) the price or price band at/within which the securities offered, and allotment is proposed:

Issue Price of ₹ 221/- (Rupees Two Hundred and Twenty-One only) per Warrant.

(v) amount which the company intends to raise by way of such securities;

An aggregate amount of up to ₹ 25,41,50,000/- (Rupees Twenty-Five Crores Forty-One Lakhs and Fifty Thousand only) as per Issue size.

(vi) relevant date with reference to which the price has been arrived at:

The "Relevant Date" as per Regulation 161 of the SEBI ICDR Regulations for the determination of the floor price for issue of Equity Shares, is fixed as Friday, January 24, 2025, i.e., 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting, i.e., Monday, February 24, 2025.

(vii) basis or justification for the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer:

In terms of the provisions of Section 62(1)(c) of the Act read with rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the price/ consideration for the shares/ securities proposed to be issued on preferential basis, by way of private placement, shall be determined by the valuation report of a registered valuer.

However, second proviso of rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, provides that the price of shares to be issued on a preferential basis by a listed company shall not be required to be determined by the valuation report of a registered valuer.

In case of listed entities, allotment of shares/securities by way of preferential issue can be made at a price not less than the price as calculated in accordance with the provisions of Regulation 164 of the SEBI ICDR Regulations.

Further, Regulation 166A (1) of SEBI ICDR Regulations, inter-alia, states:

*"Any preferential issue, which may **result in a change in control or** allotment of **more than five per cent. of the post issue fully diluted share capital** of the issuer, to an allottee or to allottees acting in concert, **shall require a valuation report from an independent registered valuer** and consider the same for determining the price".*

Since, the proposed Preferential Issue is expected to result in allotment of more than 5% (five per cent) of the post-issue fully diluted share capital of the Company (on allotment of Equity Shares issued), the Company is required to obtain a valuation report from an independent registered valuer and consider the same for determining the price, in accordance with the provision of Regulation 166A of the SEBI ICDR Regulations.

In view of the aforesaid, the Company has engaged Mr. Nitin Goyal (IBBI Reg. No.- IBBI/RV/05/2020/13613) Practicing Chartered Accountant and IBBI Registered Valuer (Securities & Financial Assets), as the registered valuer. The price determined through Valuation Report of Mr. Nitin Goyal, Registered Valuer, is ₹216.48/- (Rupees Two Hundred and Twenty-Six only) per Warrants. The valuation report dated January 28, 2025, is also available at the website of the Company at **www.jainamferro.com**.

Issue Price of ₹ 221 /- per Warrant, for preferential issue, is not less than the floor price arrived at, in accordance with Regulation 164 and 166A of Chapter V of the SEBI ICDR Regulations, being higher of the following:

1. the 90-trading days' volume weighted average price (i.e., ₹ 188.71/-) of the Company's shares quoted on the stock exchange (National Stock Exchange of India Limited, being the stock exchange with higher trading volumes for the said period) preceding the "Relevant Date";

   or

2. the 10-trading days' volume weighted average price (i.e., ₹ 216.48/-) of the Company's shares quoted on the stock exchange (National Stock Exchange of India Limited, being the stock exchange with higher trading volumes for the said period) preceding the "Relevant Date";

   or

3. the price determined (i.e., ₹ 216.48/-) under the valuation report obtained by the Company from an independent registered valuer in terms of Regulation 166A of the SEBI ICDR Regulations, a copy whereof is posted on the website of the Company.

The equity shares of the Company are listed on the National Stock Exchange of India Limited ("NSE") and are frequently traded in accordance with the SEBI ICDR Regulations. For the purposes of computation of price per Equity Share, NSE is the stock exchange that has higher trading volume for the said period and, accordingly, has been considered.

Further, method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

In view of the above, the Board of the Company decided to issue these securities to be allotted on preferential basis to the Proposed Allottees at ₹ 221/- (Rupees Two Hundred and Twenty-One only) being not less than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

(viii) Name and address of valuer who performed valuation:

Mr. Nitin Goyal
Registered Valuer (Securities or Financial Assets)
IBBI Regn. No.: IBBI/RV/05/2020/13613;
Address: 205, Samta Shopping Arcade,
Samta Colony Raipur , Chhattisgarh - 492001

(ix) the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable, since the entire Issue is for cash consideration.

(x) the class or classes of people to whom the allotment is proposed to be made:

The allotment is proposed to be made to the persons belonging to the non-promoter category, as mentioned herein.

(xi) the number of people to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any issue on a preferential basis during the year.

(xii) intent of the promoters, directors, key managerial personnel (KMP) or senior management of the issuer to subscribe to the offer:

None of the other promoters, directors or key management personnel or senior management of the Company intends to apply/ subscribe to the offer.

(xiii) the proposed time within which the allotment shall be completed:

In accordance with Regulation 170(1) of the SEBI ICDR Regulations, the allotment of the Equity Share Warrants, as the case may be, shall be completed within a period of 15 days from the date of passing of the special resolution by the shareholders.

Provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/ body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

(xiv) the change in control, if any, in the company that would occur consequent to the preferential offer:

There will not be any change in control in the Company consequent to the preferential issue.

(xv) the current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Further, the Proposed Allottee is currently a non-promoter and will continue the same status post the preferential issue.

(xvi) Contribution being made by the promoters or directors either as part of the preferential issue or separately in furtherance of objects

None of the other promoters, directors of the Company intend to apply/ subscribe to the offer.

(xvii) the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

S. No.	Name of the Proposed Allottee	Pre-Issue Holding (No. of Shares)	% of Pre-Preferential Issue Capital *(calculated as % of **A** in table in notes below)*	No. of Equity Shares to be allotted	% Post Preferential Issue of Equity Shares [1] *(calculated as % of **C** in table in notes below)*	No. of Warrants to be allotted	Diluted Post Issue Shareholding (Diluted No. of Equity Shares) [2]	Diluted % of Post Preferential Issue Capital [2] *(calculated as % of **E** in table in notes below)*
				Non-Promoter / Public				
1.	Wallfort Financial Services Limited	50,000	0.4	-	0.4	11,50,000	12,00,000	10.24
	Total	**50,000**	**0.4**	**-**	**0.4**	**11,50,000**	**12,00,000**	**10.24**

***Notes*:**

1. *The percentage of post-issue equity shareholding will remain same as the Company is issuing Equity Share Warrants .*

2. *The diluted percentage of post-issue equity shareholding is after assuming conversion of proposed Equity Share Warrants into Equity Shares [i.e., aggregate of the following: current outstanding equity shares (50,000) and proposed equity share warrants (11,50,000)] and that, holdings of all other shareholders shall remain the same post-issue as they were on the date of which the pre-issue shareholding pattern was prepared.*

The brief details of share capital are as follows:

Particulars		*No. of Equity Shares*
Pre-preferential issue, total no. of equity shares outstanding as on January 28, 2025	***(A)***	***1,05,61,200***
No. of equity shares to be allotted in current preferential issue	***(B)***	*0*
Post-preferential issue, total no. of equity shares	***(C)=(A)+(B)***	***1,05,61,200***
No. of equity shares warrants to be allotted in current preferential issue	***(D)***	*11,50,000*
Post-preferential issue, total no. of equity shares on fully diluted basis	***(E)=(C)+(D)***	***1,17,11,200***

(xviii) The pre-issue and post-issue shareholding pattern of the Company in the following format:

S. No.	Category	Pre-Issue		Post-Issue Equity Shareholding [1]		Post-Issue Diluted Equity Shareholding 1	
		Total No. of Equity Shares held	% age of Shareholding *(calculated as % of **A** in table in notes below)*	Total No. of Equity Shares held	% age of Shareholding *(calculated as % of C in table in notes below)*	Total no. of Equity Shares held	% age of Shareholding *(calculated as % of E in table in notes below)*
A.	**Shareholding of Promoter & Promoter Group**						
1	**Indian:**						
	a) Individuals / HUF	77,59,200	73.47	77,59,200	73.47	77,59,200	66.25
	b) Bodies Corporate	0	0	0	0	0	0
	Sub-Total (A1)	77,59,200	73.47	77,59,200	73.47	77,59,200	66.25
2	**Foreign**	0	0	0	0	0	0
	Sub-Total (A2)	0	0	0	0	0	0
	Total Shareholding of Promoter & Promoter Group (A)= (A1) + (A2)	**77,59,200**	**73.47**	**77,59,200**	**73.47**	**77,59,200**	**66.25**
B.	**Non-Promoters' / Public Shareholding:**						
1	**Institutions** (Foreign Portfolio Investors Category I)	0	0	0	0	0	0
	Sub-Total (B1)	**0**	**0**	**0**	**0**	**0**	**0**
2	**Non-Institutions:**						
	a) Individuals / HUF / Partnership Firm	24,89,000	23.57	24,89,000	23.57	24,89,000	21.25
	b) Any Other						
	i. Clearing Members	63000	0.60	63,000	0.60	63,000	0.54
	ii. Bodies Corporate/LLPs	1,86,000	1.76	1,86,000	1.76	13,36,000	11.41
	iii. Foreign Individuals or NRIs	28,000	0.27	28,000	0.27	28,000	0.24
	iv. IEPF	0	0.00	0	0.00	0	0.00
	v. Others (Directors/KMPs/Relatives)	36,000	0.34	36,000	0.34	36,000	0.31
	Sub-Total (B2)	**28,02,000**	**26.53**	**28,02,000**	**26.53**	**28,02,000**	**33.75**
	Total Public Shareholding (B)= (B1) + (B2)	**28,02,000**	**26.53**	**28,02,000**	**26.53**	**28,02,000**	**33.75**
C.	**Non-Promoter-Non-Public (C)**	**-**	**-**	**-**	**-**	**-**	**-**
	GRAND TOTAL (A) + (B) + (C)	**1,05,61,200**	**100.00**	**1,05,61,200**	**100.00**	**1,17,11,200**	**100.00**

Notes:

1. The percentage of post-issue equity shareholding will remain same as the Company is issuing Equity Share Warrants;

2. The diluted percentage of post-issue equity shareholding is after assuming conversion of proposed Equity Share Warrants into Equity Shares [i.e., aggregate of the following: current outstanding equity shares (50,000) and proposed equity share warrants (11,50,000)] and that, holdings of all other shareholders shall remain the same post-issue as they were on the date of which the pre-issue shareholding pattern was prepared.

The brief details of share capital are as follows:

Particulars		*No. of Equity Shares*
Pre-preferential issue, total no. of equity shares outstanding as on January 28, 2025	***(A)***	***1,05,61,200***
No. of equity shares to be allotted in current preferential issue	***(B)***	*0*
Post-preferential issue, total no. of equity shares	***(C)=(A)+(B)***	***1,05,61,200***
No. of equity shares warrants to be allotted in current preferential issue	***(D)***	*11,50,000*
Post-preferential issue, total no. of equity shares on fully diluted basis	***(E)=(C)+(D)***	***1,17,11,200***

(xix) identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

S. No.	Name of Proposed Allottee	Name of Ultimate Beneficial Owner of the Proposed Allottee
1.	Wallfort Financial Services Limited	Ashok Bharadiya

(xx) disclosures specified in Schedule VI to the SEBI ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:

The Company hereby confirms that the Company or any of its promoters or directors is not a willful defaulter or a fraudulent borrower.

(xxi) Undertakings:

The Company hereby undertakes that:

a. The Company is in compliance with the conditions for continuous listing, as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued thereunder and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

b. The Company has obtained the Permanent Account Numbers of the Proposed Allottee;

c. The Proposed Allottee has confirmed that it has not sold any equity share of the Company during the 90-trading days preceding the Relevant Date, in line with Regulation 159 of the SEBI ICDR Regulations;

d. All equity shares to be allotted by way of conversion of Warrants shall be made fully paid-up at the time;

e. The Equity shares, if any, held by the Proposed Allottee in the Company, are in dematerialized form;

f. The Company shall re-compute the price of the Equity Shares or Warrants, as the case may be, where it is required to do so.

g. The Equity Shares have been listed for a period of more than 90-days as on the Relevant Date, accordingly, the provisions of Regulation 164(3) of the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable;

h. Neither the Company, its directors or promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.

i. The Company shall make an application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice shall be sent in respect of the extra-ordinary general meeting seeking shareholders' approval by way of special resolution.

(xxii) Practicing Company Secretary's Certificate

A certificate from MMJB & Associates LLP, Practicing Company Secretaries (LLPIN: AAR-9997) shall also be obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of Regulation 163(2) of the SEBI ICDR Regulations.

The certificate can be accessed at www.jainamferro.com under 'Investor Relations' tab and shall be placed before the EGM of the shareholders.

(xxiii) Listing

The Company will make an application to the National Stock Exchange of India Ltd. (NSE) at which the existing equity shares are listed, for listing of the Equity Shares pursuant to conversion of Equity Share Warrants to Equity Shares. The Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

(xxiv) Dues toward SEBI, Stock Exchange(s) or Depositories:

There are no outstanding dues of the Company payable to SEBI, Stock Exchange or Depositories.

(xxv) Lock-in period

The Warrants shall be locked-in for such period as may be specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

The pre-preferential allotment holding of the Proposed Allottee shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval as required under Regulation 167(6) of the SEBI ICDR Regulations;

(xxvi) Principal terms of assets charged as securities

Not applicable.

(xxvii) Shareholding Interest of every Promoter, Director and KMPs to the extent of 2% or more in any body corporate, which is a proposed allottee

There is no shareholding interest of any promoter, director and KMPs, to the extent of 2% or more in any body corporate, which is a proposed allottee.

(xxviii) Disclosure of Interest of directors/KMPs:

None of the other Directors or Key Managerial Personnel of the Company including their relatives, except to the extent of their respective shareholdings in the Company, in any way, financially or otherwise, is interested or concerned in this resolution.

Recommendation and Rationale of the Board of Directors:

Section 62(1) of the Companies Act, 2013 ("Act"), provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by allotment of further shares, such further shares shall be offered to the persons who on the date of the offer are holders of the equity shares of the company in proportion to the capital paid-up on that date and in the manner laid down under Section 62(1) of the Act, unless the members in a general meeting decide otherwise by way of a special resolution as per Section 62(1)(c) of the Act read with rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014.

Also, as per Section 42 of the Act read with rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities on a private placement basis, is required to obtain the prior approval of the members for each of the offers and invitations.

Further, in terms of Regulation 160(b) of the SEBI ICDR Regulations, a special resolution needs to be passed by members of a listed company to issue equity shares/warrants on preferential basis.

The approval of the members is accordingly being sought by way of passing 'Special Resolution' under Sections 42 and 62(1)(c) of the Act read with the rules made thereunder, and Regulation 160(b) of the SEBI ICDR Regulations, for Item No. 1 the Notice.

The Board, accordingly, recommends the special resolution as set forth in item no. 1 of this Notice for approval of the members.

Place: Raipur
Date: 28th January 2025

By Order of the Board of Directors
For, Jainam Ferro Alloys (I) Limited

AAKASH AGRAWAL
Digitally signed by AAKASH AGRAWAL
Date: 2025.01.28 19:23:47 +05'30'

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: +91-771-4047458
E-mail: jainamferro@gmail.com
Website: www.jainamferro.com

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- 4047458; Email Id: jainamferro@gmail.com; Website: www.jainamferro.com

Form No. MGT-11,
Proxy Form EXTRA-ORDINARY GENERAL 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 Extra-ordinary General Meeting of the company, to be held on Wallfort Corporate House, Opp. Wallfort City, Ring Road No. 1, Bhatagaon, Raipur, Chhattisgarh 492013 on Monday, 24th February, 2025 at 3 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.	Issue Of Equity Share Warrants to person falling in 'Non-Promoter' Category on a Preferential Basis.		

*Applicable for investors holding shares in Electronic form.Signed this ____ day of___2025

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- 4047458; Email Id: jainamferro@gmail.com; Website: www.jainamferro.com

ATTENDANCE SLIP EXTRA ORDINARY GENERAL 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 Extra-Ordinary 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 Monday, 24th February 2025 at 3 P.M.

_____
(Member's/Proxy's Signature)

Note:

1) 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.
2) The submission by a member of this form of proxy will not preclude such member from attending in 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- 4047458; Email Id: jainamferro@gmail.com; Website: www.jainamferro.com

POLLING PAPER (FORM NO.MGT-12) EXTRA-ORDINARY GENERAL 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

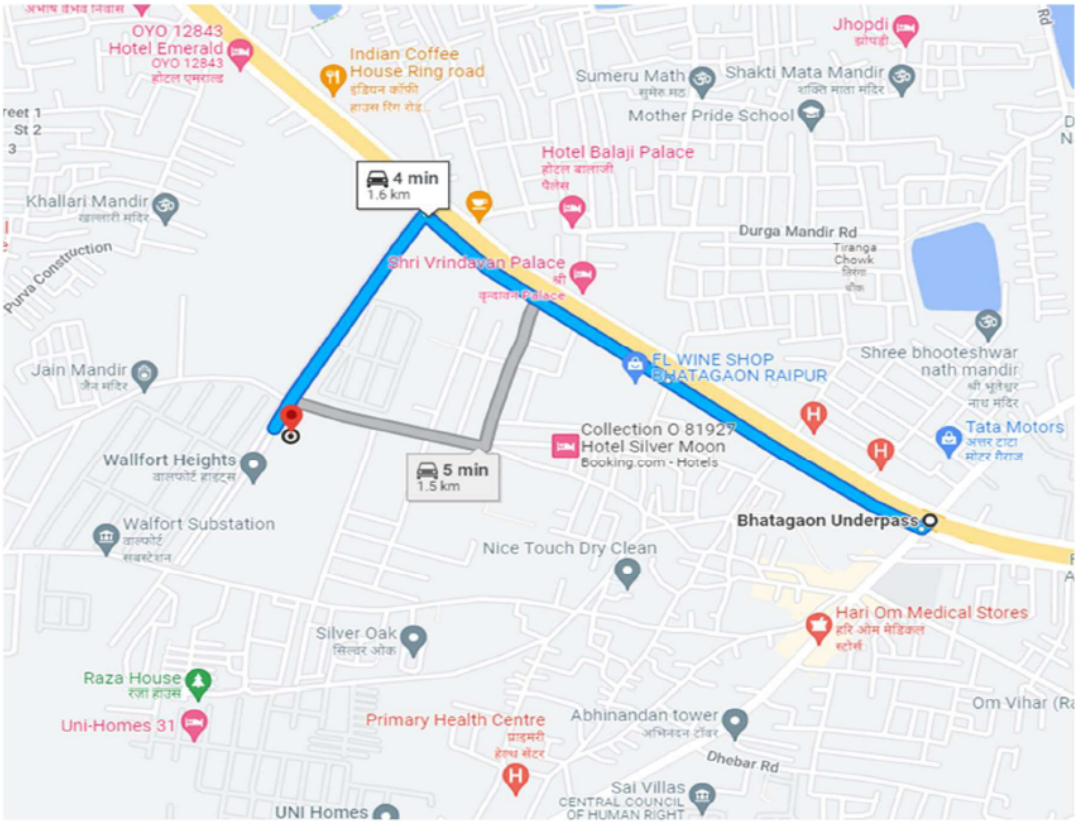
BALLOT PAPER
(For voting at the EGM)

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 Special Resolution 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	I assent to the Resolution	I dissent from resolution
1	Issue Of Equity Share Warrants to person falling in 'Non-Promoter' Category on a Preferential Basis.	Special			

Place: Raipur
Date:

_____
Signature of the shareholder
(*as per Company records)

ROUTE MAP FOR VENUE OF THE EGM