

JAYSHREE NIRMAN LIMITED

Regd Office: 1, British India Street, 5th Floor, Room No. #503, Kolkata – 700 069

Ph. No. (033) 24541051/52, E-mail Id: jayshreenirmanlimited@gmail.com,

Website: www.jayshreenirman.com

CIN NO -L45202WB1992PLC054157

NOTICE

Notice is hereby given that the 33rd Annual General Meeting (“AGM”) of the members of **Jayshree Nirman Ltd (“Company”)** will be held on Tuesday, the 10th day of June, 2025 at 12:30 P.M. (IST), through Video Conferencing/ Other Audio Visual Means (“VC/ OAVM”), in accordance with the applicable provisions of the Companies Act, 2013 and rules framed thereunder, Secretarial Standards and applicable circulars issued by the MCA and SEBI (Circulars), and other applicable laws, to transact the following businesses:

Ordinary Business(es):

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2025 together with the Board’s Report and the Auditors Report thereon.
2. To re-appoint Mrs. Kakali Dutt (DIN: 08536359) as a Director, who retires by rotation and being eligible, offer herself for re-appointment.

Special Business(es):

3. To Re-designate Mr Ankit Mahensaria (DIN:07334059), as Whole Time Director cum Chief Financial Officer of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 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 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) the Articles of Association and other applicable provisions, approval of the members of the Company be and is hereby accorded to re-designate Mr Ankit Mahensaria (DIN:07334059), Non- Executive Director of the Company as Whole Time Director designated as Whole Time Director cum Chief Financial Officer (CFO) of the Company, liable to retire by rotation, for a period of 3 years w.e.f 13th March, 2025 on such terms and conditions including remuneration as set out in the explanatory statement and draft letter of appointment placed before the Board and signed by the Chairman for the purpose of identification.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments and writings as, in its absolute discretion, may be considered necessary, expedient, desirable including power to sub delegate, in order to give effect to the foregoing resolution.”

4. To appoint Ms. Kriti Daga (C.O.P. 14023 and Peer Review No. 12014WB1240600) as Secretarial Auditor of the Company for 1 (one) term of 5 consecutive years for F.Y. 2025-2026 to 2029-2030..

To consider and if thought fit, to pass with or without modifications, the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with Circulars issued thereunder from time to time and Section 204 and other applicable provisions of the Companies Act, 2013, if any read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (“the Act”), Ms. Kriti Daga, Practicing Company Secretary (C.O.P. 14023 and Peer Review No. 12014WB1240600), be and is hereby appointed as the Secretarial Auditor of the Company for period of 5 Years starting from FY 2025-2026 to 2029-2030, to audit the secretarial records of the Company.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, things and execute all such documents, instruments and writings as, in its absolute discretion, may be considered necessary, expedient, desirable including power to sub delegate, in order to give effect to the foregoing resolution”

Registered Office

1, British India Street, 5th Floor,
Room No. 503, Kolkata - 700 069

CIN: L45202WB1992PLC054157

Email: jayshreenirmanlimited@gmail.com

Website: www.jayshreenirman.com

Ph. No. (033) 24541051/52

Dated: 09th May, 2025

Place: Kolkata

By Order of the Board

sd/-

Sourav Banerjee

Company Secretary

Membership No. 37143

NOTES:

1. Pursuant to General Circular No. 14/2020, No. 17/2020, No. 20/2020, No. 02/2021, No. 21/2021, No. 02/2022, No. 10/2022 and No. 09/2023 dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 respectively issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, No. SEBI/HO/CFD/CMD2/CIR/P/2021/11, No. SEBI/HO/CFD/CMD2/CIR/P/2022/62, No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated May 12, 2020, January 15, 2021, May 13, 2022, January 05, 2023 and October 07, 2023, respectively issued by Securities and Exchange Board of India ("SEBI") (hereinafter, collectively referred to as "Circulars"), and all other relevant circulars issued from time to time, Companies are allowed to conduct their Annual General Meeting (AGM) through Video Conferencing or Other Audio Visual Means (VC/OAVM). In compliance with the above Circulars, the relevant provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 33rd Annual General Meeting ("AGM") of the Company will be held on Tuesday, 10th June, 2025 at 12:30 P.M. (IST) through VC/OAVM. The deemed venue for the 33rd AGM shall be the Registered Office of the Company situated at 1, British India Street, 5th Floor, Room No. 503, Kolkata - 700 069.
2. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024), has mandated Listed Companies to issue securities in demat form only while processing service request such as issue of duplicate securities certificates, claim from unclaimed suspense account, renewal/exchange of securities certificates, endorsement, sub-division/split and consolidation of securities certificate/folio, transmission, and transposition. After processing such requests, the RTA shall issue a Letter of Confirmation to the concerned shareholder for submission of the same to their respective DP within 120 days from the date of issuance of the Letter of Confirmation for dematerialization of shares. In case the shareholder fails to submit the demat request within the aforesaid period, the RTA shall credit the shares to Suspense Escrow Demat Account of the Company. Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website at <https://www.jayshreenirman.com/> investors-new/forms-and-downloads and website of the RTA

at <https://www.mdpl.in/>. It may be noted that any service request can be processed only after the folio is KYC Compliant..

2. Pursuant to the provisions of Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 42 of Listing Regulations, the Register of Members of the Company will remain closed from 4th May, 2025 to 10th June, 2025, both days inclusive.
3. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the AGM. During the AGM, Members may access the scanned copy of these documents, upon logging into CDSL e-Voting system at <https://www.evotingindia.com>
4. All documents referred to in the Notice are put up on the Company's website and can be accessed at www.jayshreenirman.com upto the date of Annual General Meeting.
5. Members are requested to notify any change in their address immediately to M/s. Niche Technologies Pvt. Ltd., 3A, Auckland Place, Room No. 7A&7B, 7th Floor, Kolkata-700017, email id: nichetechpl@nicetechpl.com, the Registrars & Share Transfer Agents of the Company for shares held in physical form. Shareholders who hold their shares in dematerialized form may lodge their requests for change of address, if any, with their respective Depository Participants. Members are also requested to update their PAN Card No. and email address.
6. Members holding shares of the Company in physical form through multiple folios are requested to consolidate their shareholding into single folio, by sending their original share certificates along with a request letter to consolidate their shareholding into one single folio, to the Registrar & Share Transfer Agents of the Company.
7. In all correspondence with the Company/Registrar & Share Transfer Agents, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized Form, they must quote their DP ID and Client ID Number.
8. Members interested in nomination in respect of shares held by them in physical form may write to M/s. Niche Technologies Private Limited, in the prescribed form. Members holding shares in electronic form may approach their Depository

Participant for nomination.

9. Members may note that the Notice of the Annual General Meeting will be available on the Company's website www.jayshreenirman.com. The Notice shall also be forwarded to The Calcutta Stock Exchange for upload at their website www.cse-india.com.
10. Members are to inform of their current email ID to the Company/Registrar & Share Transfer Agent in compliance of Green Initiative as per Ministry of Corporate Affairs circular on this subject.
11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the website of the Company www.jayshreenirman.com. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to M/s. Niche Technologies Pvt. Ltd in case the shares are held in physical form.
13. The Securities and Exchange Board of India (SEBI) has mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from 1st January 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. As per SEBI Circular No- SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, on or after 1st October 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s)

General instruction for accessing and participating in the 33rd AGM through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility.

1. 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 (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021 and December 14, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. Since the AGM will be held through VC / OAVM Facility, the Route Map is not annexed to this Notice.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.jayshreenirman.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com and shall also be forwarded to the Calcutta Stock Exchange Limited for uploading/dissemination.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 02/2021 dated 13.01.2021 and

MCA Circular No. 19/2021 dated 08.12.2021 and MCA Circular No. 21/2021 dated 14.12.2021. Notice of the meeting shall be sent electronically to those shareholders whose email id is registered with the Company/RTA/Depositories.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on 07th June, 2025 at 9:00 a.m. and ends on 9th June, 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 03rd June, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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 with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is 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 3) 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 name and you will be redirected to e-Voting service provider website

	for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Company Name i.e., Jayshree Nirman Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Pursuant to the provision of Section 108 of the Act read with rules thereof, Ms Kriti Daga, Practicing Company Secretary, (C.P. No. 14023) has been appointed as the Scrutinizer to scrutinize the Remote e-Voting process and casting vote through the e-Voting system during the Meeting in a fair and transparent manner.
- (xvii) The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting system and shall make a consolidated Scrutinizer's Report.
- (xviii) The Results of voting will be declared within 2 working days from the conclusion of AGM. The declared results along with the Scrutinizer's Report will be available forthwith on the website of the Company www.jayshreenirman.com and on the website of CDSL. Such results will also be displayed on the Notice Board at the Registered Office as well and shall be forwarded to the Calcutta Stock Exchange.
- (xix) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; jayshreenirmanlimited@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 days prior to meeting i.e. by 08th June, 2025 mentioning their name, demat account number/folio number, email id, mobile number at jayshreenirmanlimited@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at jayshreenirmanlimited@gmail.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Registered Office

1, British India Street, 5th
Floor, Room No. # 503,
Kolkata - 700 069
CIN:L45202WB1992PLC054157
Email:jayshreenirmanlimited@gmail.com
Website: www.jayshreenirman.com
Ph. No. (033) 3022-8150

Dated: 09th May 2025
Place: Kolkata

By Order of the Board

sd/-
Sourav Banerjee
Company Secretary
Membership No. 37143

**Explanatory Statement of Material facts pursuant to Section 102 of the
Companies Act, 2013**

Item No 3:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ('Board') at its meeting held on 13th March, 2025 re-designate Mr. Ankit Mahensaria (DIN:07334059) as Whole Time Director designated as Whole Time Director cum Chief Financial Officer of the Company for a period of 3 years w.e.f 13th March, 2025. He shall be paid annual remuneration of Rs 1,20,000/-. His office shall be liable to retire by rotation. The terms and conditions are as set out in the draft letter of appointment placed before the Board and signed by the Chairman for the purpose of identification.

Mr. Ankit Mahensaria (DIN: 07334059) hold a degree of B.COM(H) and has vast experience in the field of Accountancy and Real Estate since 5 years.

Hence, the Board recommends the Special Resolution set out at Item No 3 for the approval of the members.

The details as per Schedule V of the Act are provided in Annexure-B forming part of this Notice.

None of the other Directors or Key Managerial Personnel (KMPs) of the Company, either directly or through their relatives, is in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

Item No 4:

Pursuant to the Regulation 24A & other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with provisions of Section 204 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions of the Companies Act, 2013, the appointment of a firm of Secretarial Auditor for the term of 5 consecutive years is now required to be approved by Shareholder of the Company in a general meeting of the Company.

Considering the above the Audit Committee after evaluating and considering various factors such as experience, competency of the audit team, peer review certificate, independence of the Auditor etc., has recommended the appointment of M/s. Kirti Daga, Practicing Company Secretaries, Kolkata (C.O.P. 14023) and (Peer Review no -12014WB1240600) to the Board of Directors as Secretarial Auditors of the Company for the term of 5 consecutive years commencing from FY 2025- 26 to financial year 2029-30 at a remuneration of Rs. 20,000/- p.a. with such increase as may be determined by the Audit Committee of the Board in consultation with Secretarial Auditors.

None of the other Directors or Key Managerial Personnel (KMPs) of the Company, either directly or through their relatives, is in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

ANNEXURE A

Details of Directors seeking appointment/ re-appointment at the Annual General Meeting
(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and 'Secretarial Standards on General Meetings')

Categories	Details of Director	
Name	Mrs. Kakali Dutt	Mr. Ankit Mahensaria
	(2)	(3)
DIN	8536359	07334059
Date of Birth/ Age	21-10-1970 (55 years)	02-09-1990 (35 Years)
Nationality	Indian	Indian
Qualification	BA	B.Com (HON)
Original Date of Joining the Board	01-10-2019	13-03-2025
Experience(approx)	13 Years	5 years
Expertise in specific functional area	Finance & Accountancy	Accountancy & Real Estate
Terms & Condition of appointment/reappointment	Director Liable to retire by rotation	To approve appointment as Whole Time director and CFO of the Company for period of 3 years w.e.f 13-03-2025
Remuneration last drawn (FY 24-25)	Nil	Nil
No of Board Meetings Attended during the year	6	6
Shareholding of Directors including shareholding as beneficial owner	2400 Shares	Nil
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	NA	NA
Listed entities from which the Director has resigned in the past three years	NA	NA
List of Directorship in other companies as on 31st March 2025	NIL	Boomerang Infotech Private Limited
Membership/ Chairmanships of Committees of Boards of other Companies	NA	NIL

ANNEXURE-B

Details pursuant to Schedule V to the Companies Act, 2013 (refer Item Nos. 3):

I. GENERAL INFORMATION	
Nature of industry	Trading and Investment
Date or expected date of commencement of commercial production	Not Applicable as the Company do not have any manufacturing facility
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
Financial performance based on given indicators	Total Income is 35,45,95,150/- and Net Profit is Rs 4,69,48,190/- Rs for year ended 31 st March 2025
Foreign investments or collaborations, if any	Foreign Portfolio Investment by NRI through secondary market
II. INFORMATION ABOUT THE APPOINTEE	
Background details	Mr Ankit Mahensaria holds a Degree of B.Com (Hon) and has vast experience in the field of Accountancy and Real Estate since 5 years.
Past remuneration	Nil
Recognition or awards	Nil
Job profile and his suitability	To prepare and finalize financial statements of the Company, oversee the accounts functions, review of investments and maintain adequacy of internal control commensurating with size and operations of the Company
Remuneration proposed	1,20,000
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 w.r.t. the country of his origin)	The Company follows the Nomination and remuneration policy while rewarding and fixing remunerations of its Key Managerial Personnel
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any	Nil
III. OTHER INFORMATION	
Reasons of loss or inadequate profits	Not Applicable
Steps taken or proposed to be taken for improvement	Not Applicable
Expected increase in productivity and profits in measurable terms	Not Applicable