

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

CIN: L67120MH1979PLC022039

Regd. Office: 801-802 DALAMAL TOWER, NARIMAN POINT,
MUMBAI-400021

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING ('EOGM') OF MEMBERS OF SHREENATH INVESTMENT COMPANY LIMITED WILL BE HELD ON MONDAY, 15TH OF JULY, 2024 AT 03:00 P.M. IST AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 801-802, DALAMAL TOWERS, 8TH FLOOR, NARIMAN POINT, MUMBAI - 400021.

Special Business:

Appointment of Mr. **Jatin Jain** (DIN: 08521872), Managing Director of the Company for a period of Five years and fixation of the remuneration to be paid for the period commencing from 27th March 2024 to 26th March 2027 and in this regard to consider and if thought fit, to pass the following resolution with or without modification(s) as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to the Articles of Association of the Company, the consent of members be and is hereby accorded to Appoint Mr. **Jatin Jain** (DIN: 08521872), as Managing Director on such terms and conditions as approved by the Board of Directors and as recommended by the Nomination and Remuneration Committee during the Meeting:

A. **Period of Appointment:** 27TH MARCH 2024 TO 26TH MARCH 2029

B. **Salary:** INR 55,00,000/- (Indian Rupees Fifty-Five Lacs only) per annum for the period April 01, 2024, to March 31, 2027.

Increment including performance bonus may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

- C. **Termination:** The appointment is liable for termination by either party giving 2 months' notice in writing to the other.

RESOLVED FURTHER THAT in the event in any financial year during the tenure of the Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Managing Director, the above remuneration as the minimum remuneration by way of salary, perquisites, any other allowances and increment thereof as specified above.

RESOLVED FURTHER THAT the terms and conditions of the re-appointment may be altered and varied from time to time by the Board of Directors ('the Board' which term shall be deemed to include Nomination and Remuneration Committee thereof) as it may in its discretion deem fit within the limits payable to the Managing Director in accordance with Section 197 read with Schedule V to the Companies Act 2013, other relevant provision of the Companies Act, 2013 and in accordance to statutory modification/amendments made under the relevant provisions of the Companies Act, 2013 and Schedule(s) thereof and as agreed between the Board of Directors and Mr. Jatin Jain.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors after taking into consideration the recommendations of the members of the Nomination and Remuneration Committee be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary or desirable or to settle any question or difficulty that may arise in such manner as it may deem fit and also, to make such alterations and modifications, as may be required within the limits of

Schedule V to the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

Appointment of Mr. **Jatin Jain** (DIN: 08521872), Managing Director of the Company for a period of Five years and fixation of the remuneration to be paid for the period commencing from 27th March’ 2024 to 26th March’ 2027 and in this regard to consider and if thought fit, to pass the following resolution with or without modification(s) as a Special Resolution.

RESOLVED FURTHER THAT the consent to act as the Managing Director in Form DIR-2 and Form DIR-8 for not incurring disqualification to be appointed and notice of interest by director in Form MBP-1 be and is hereby approved by the Board of Directors of the Company.

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Rules framed thereunder, including any statutory modifications or re-enactment thereof and the Articles of Association of the Company and in furtherance to the Special resolution passed at this Extra Ordinary General Meeting and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for payment of remuneration to Mr. Jatin Jain (08521872), Managing Director, as set out in the Explanatory Statement, from 27th March’2024 to 26th March,2027, and that such remuneration shall be the minimum remuneration payable in terms of Schedule V of the Act in case of no profits or inadequate profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.

FURTHER RESOLVED THAT save and except as aforesaid, all other terms and conditions of appointment of Mr. Jatin Jain passed at this Extra Ordinary General Meeting shall continue to remain in force and effect.”

By order of Board of Directors of Shreenath Investment Company Limited

Ashwin Pukhraj Jain

DIN: 00173983

Director

Address: B-3 245/246 Kasturi Plaza

Manpada Road Dombivli East

Thane, Maharashtra, India - 421201

Date: 21/06/2024

Place: Mumbai

NOTES:

- 1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts relating to the business stated under is annexed hereto.
- 2) **A Member entitled to attend and vote at the Meeting shall be entitled to appoint a proxy to attend and, on a poll, to vote at the Meeting and the proxy need not be a Member of the Company. The instrument appointing the proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**
- 3) A person appointed as a proxy can act as a proxy on behalf of such members or number of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
- 4) The notice of the EOGM is being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the notice is being sent by permitted mode.
- 5) Members may also note that the Notice of EOGM will be available on the Company's website, the notice will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members may write to us, if they have any queries or require communication in physical form in addition to electronic communication.
- 6) The voting through electronic means will commence on Friday, 12th July 2024 at 10:00 a.m. and will end on Sunday, 14th July 2024 at 5:00 p.m. The Members will not be able to cast their vote electronically beyond the date and time mentioned above and the e-voting system shall be disabled for voting thereafter. The instruction for e-voting form part of this notice.
- 7) A member can opt. for only one mode of voting i.e. either in person or through proxy at the meeting or through e-voting or by ballot. If a member casts votes by all the three modes, then voting done through e-voting shall prevail and voting through other means shall be treated as invalid.
- 8) Attendance slip, proxy form and the route map along with a prominent landmark of the venue of the Meeting are annexed hereto.
- 9) Members/Proxies attending the Meeting must bring the attendance slip to the Meeting and hand it over at the entrance duly signed.

- 10) The Statutory Registers, as maintained under the provisions of the Companies Act, 2013, and other relevant documents referred to in the Notice including the MOA and AOA of the Company will be available for inspection by the Members at the Extra Ordinary General Meeting and also at the Registered Office of the Company on all working days (i.e., except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting.
- 11) Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of Extra Ordinary General Meeting so that the information required may be made available at the Meeting.
- 12) The Company has appointed Mr. Pramod Shah, Practicing Company Secretary, to act as the Scrutinizer. The Scrutinizer shall within a period not exceeding three (3) Working days from the conclusion of the e-voting period unblock the votes and make a Scrutinizer's Report of the votes cast in favour or against, if any, fourth with to the Chairman.
- 13) Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
- 14) In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 15) The Results shall be declared at or after the Extraordinary General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the company's website within two (2) days of passing of the resolution at the Extra Ordinary General Meeting of the Company and the same shall also be communicated to BSE Limited where the shares of the Company are listed.
- 16) **E-voting**

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (LODR) Regulations, 2015 and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 in relation to "e-Voting Facility provided by Listed Entities", the Company is pleased to provide the facility to Members to exercise their right to vote on all the resolutions as set forth in this Notice and proposed to be passed at EOGM by electronic means, through the e-Voting services provided by KFin Technologies Limited.

A) LOGIN METHOD FOR REMOTE E-VOTING FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE.

Pursuant to SEBI circular no. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 09, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. 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 e-mail ID with their DPs to access remote e-Voting facility.

OPTION 1 - LOGIN THROUGH DEPOSITORIES

Members having NSDL as Depository	Members having CDSL as Depository
<p>1. Members who have already registered and opted for IDeAS facility to follow below steps:</p> <p>(i) Go to URL: https://eservices.nsdl.com</p> <p>(ii) Click on the “Beneficial Owner” icon under “IDeAS” section.</p> <p>(iii) On the new page, enter the existing User ID and Password. Post successful authentication, click on “Access to e-Voting”.</p> <p>(iv) Click on the Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p>	<p>1. Members who have already registered and opted for Easi/Easiest to follow below steps:</p> <p>(i) Go to URL: https://web.cdslindia.com/myeasi/home/login; or</p> <p>(ii) URL: www.cdslindia.com and then go to Login and select New System Myeasi</p> <p>(iii) Login with user id and password.</p> <p>(iv) The option will be made available to reach e-Voting page without any further authentication.</p> <p>(v) Click on company name or e-Voting service provider name to cast your vote during the remote e-Voting period.</p>

2. User not registered for IDeAS e-Services

(i) To register click on link:
<https://eservices.nSDL.com> (Select "Register Online for IDeAS") or
<https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>

(ii) Proceed with completing the required fields.

3. First-time users can visit the e-Voting website directly and follow the process below:

(i) Go to URL:
<https://www.evoting.nSDL.com/>

(ii) Click on the icon "Login" which is available under "Shareholder/Member" section.

(iii) Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

(iv) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.

(v) Click on the 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.

2. User not registered for Easi/Easiest

(i) Option to register is available at
<https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

(ii) Proceed with completing the required fields.

3. First-time users can visit the e-Voting website directly and follow the process below:

(i) Go to URL: www.cdslindia.com

(ii) Click on the icon "E-Voting"

(iii) Provide demat Account Number and PAN.

(iv) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.

(v) After successful authentication, the user will be provided links for the respective ESP where the e-Voting is in progress.

(vi) Click on the Company name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

OPTION 2 - LOGIN THROUGH DEPOSITORY PARTICIPANTS

(i) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.

(ii) Once logged-in, 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.

(iii) Click on options available against company name or e-Voting service provider-KFin Tech and you will be redirected to e-Voting website of KFin Tech for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1-800-1020-990 and 1-800-224-430.
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

B. LOGIN METHOD FOR E-VOTING: APPLICABLE FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE AND SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE.

i) Please access the RTA's e-voting platform at the URL: <https://evoting.kfintech.com/>

ii) Members whose email IDs are registered with the Company/Depository Participants (s), will receive an email from RTA which will include details of E-Voting Event Number (EVEN) i.e 8078 USER ID and password. Members are requested to use these credentials at the Remote Voting Login at the above-mentioned URL.

(iii) Alternatively, if the member is already registered with RTA's e-voting platform, then he can use their existing User ID and password for casting the vote through remote e-voting. If they have forgot the password, then they may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

(iv) Members can also use SMS service to get the credentials if their mobile number is registered against Folio No./DP ID Client ID, by sending SMS: MYEPWD <space> EVEN No + Folio No. (in case of physical shareholders) or MYEPWD <space> DP ID Client ID (in case of shares held in DEMAT form) to 9212993399.

Example for NSDL	MYEPWD <SPACE> IN12345612345678
Example for CDSL	MYEPWD <SPACE> 1402345612345678
Example for Physical	MYEPWD <SPACE> Event No. 6857

Voting Start Date & Time	12 th July, 2024: 9 am (I.S.T)
Voting End Date & Time	14 th July, 2024: 5 pm (I.S.T)

17) General Instructions for Members:

- (i) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ii) In case of any query and / or grievance, in respect of Voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting User Manual available at the Downloads section at <https://emeetings.kfintech.com> (KFin website) or contact Mr. Umesh Pandey of KFin at Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500032, email at umesh.pandey@kfintech.com or einward.ris@kfintech.com or call KFin's toll free no. 1800 309 4001 for any further clarifications.

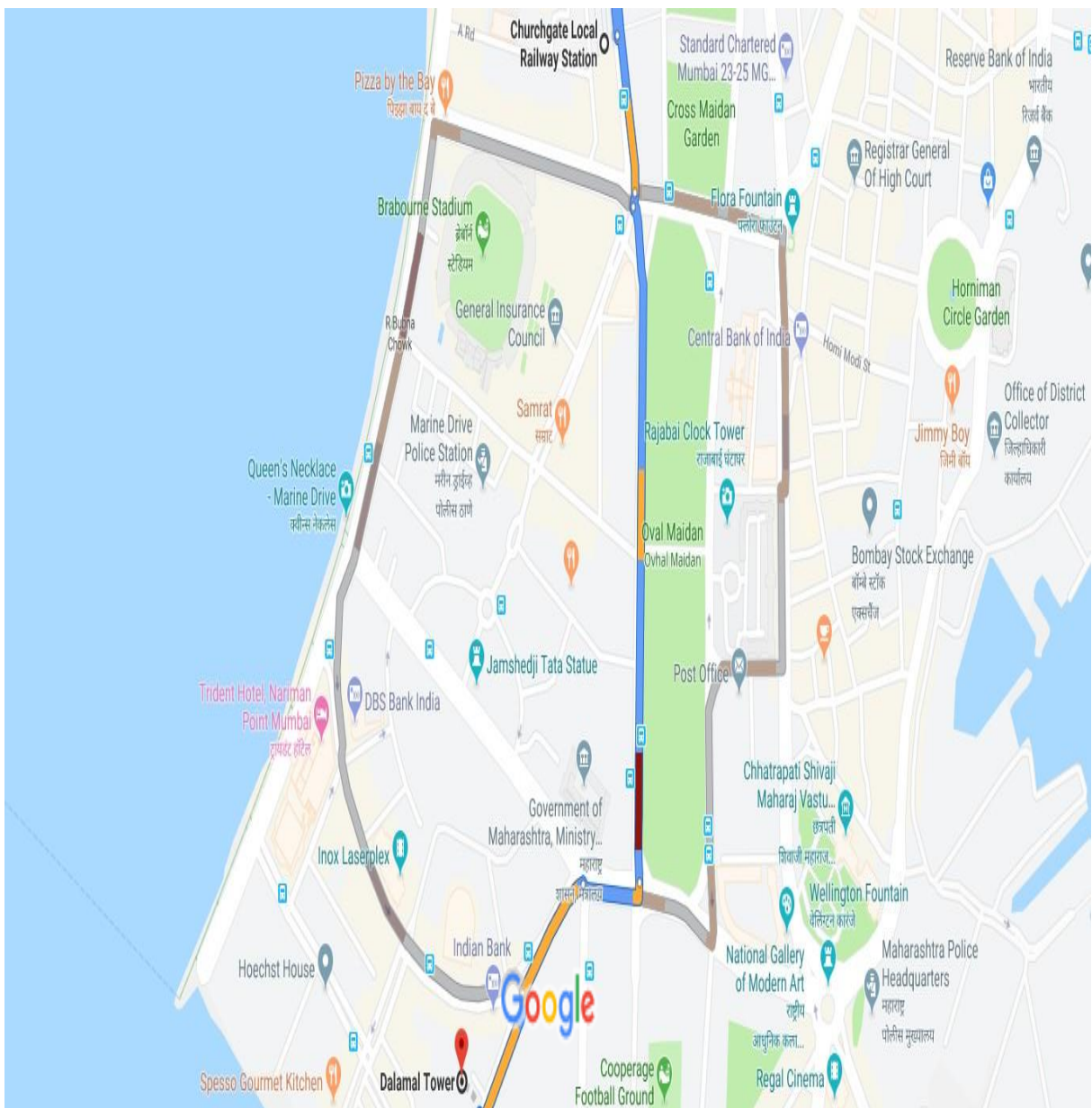
iii) Member can temporarily update their e-mail ID and mobile number with RTA by using the following

<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>

18) Mr. Pramod S. Shah, Partner of M/s. Pramod S. Shah & Associates, Practicing Company Secretaries (Membership No. FCS 334) has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

19) The result shall be declared on or after the EOGM of the Company. The results declared along with the Scrutinizers report shall be placed on the Company's website www.shreenathinvestment.in and on the website of KFin Technologies Limited immediately after the result is declared by the Chairman of the Company.

20) ROUTE MAP FOR EOGM VENUE



EXPLANATORY STATEMENTS:

Item No. 1

As per the requirement of sections 196, 197, 203 and Schedule V of the Companies Act, 2013 read with the prescribed rules of the Companies Rules, 2014, the Board has appointed Mr. Jatin Jain (Din: 08521872), as a Managing Director (Key Managerial Personnel) at the Board Meeting held on the Wednesday, 27th march, 2024.

The Company has received (i) the consent in writing from Mr. Jatin Jain (DIN: 08521872) in form DIR-2 pursuant to the Rule 8 of the Companies (Appointment & Qualifications of Directors) Rules 2014; (ii) intimation in Form DIR-8 pursuant to the Rule 14 of the Companies (Appointment & Qualifications of Directors) Rules 2014 that he is not disqualified under section 164 sub-section (2) of the Companies Act, 2013.

The Director shall follow the Code of Conduct of the Company and perform the duties as prescribed by the Directors from time to time subject to the provisions of section 166 of the Companies Act, 2013.

The terms and conditions regarding the appointment and remuneration are mentioned below:

- (i) Term: 5 years commencing from 27th March'2024 till 26th March'2029.
- (ii) Basic salary: As provided in the resolution

The Company also seeks the approval of the shareholders by way of Special resolution as per the provisions of Sections 196, 197 and schedule V of the Companies Act, 2013 read with the Companies Rules, 2014 (including any statutory modifications or re-enactment thereof) and other applicable provisions if any, for the appointment of Mr. Jatin Jain (DIN: 08521872) as the Managing Director from 27th March'2024 till 26th March'2029.

All the Directors of the Company or their relatives are not interested or concerned in the aforesaid resolution.

The remuneration paid to Mr. Jatin Jain, Managing Director for the period 27th March'2024 to 26th March, 2027 and the principal terms and conditions of appointment is pursuant to the provisions of Schedule V to the Companies Act, in case of no profits or inadequate profits during the tenure of appointment of managerial personnel (i.e. Managing Director, Whole-time Director or Manager), remuneration shall be paid as per the applicable slab prescribed based on the 'Effective Capital' of the Company. Provided, remuneration in excess of the permissible slab may be paid.

In case of inadequate profits or losses for the period 2024-25 to 2026-27, the remuneration paid to Managing Director as approved by the shareholders, will be as per the applicable slab of Rs.120 lacs per annum plus 0.01% of the effective capital in excess of Rs. 250 crores.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution at Item No.1 is provided.

Other than Mr. Jatin Jain, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise in the above Resolutions.

Pursuant to the recommendations of Nomination and Remuneration Committee, your Directors recommend the Resolution set out in Item No. 1 as a Special Resolution for approval of the Members

Statement containing additional information as required in Schedule V of the Companies Act, 2013

1. General Information

1. Nature of industry	Financial Service
2. Date or expected date of commencement of commercial production	Existing Company in operation since 1979
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4. Financial performance based on given indicators	In the Financial year 2023-2024, revenue from operation was Rs. 58.89 crs and Profit of Rs 2.67 crs after Tax.
5. Foreign Investments or collaborations, any	Not Applicable

2. Information about the appointee:

1. Background details	Mr. Jatin Jain is Chartered Accountant by Profession and has around 15 years of experience in Accountancy, Finance, Business Management and Taxation. He has served as a CFO in other Company. In addition to this, he has various other qualities like leadership skills, strategic thinking, business acumen, numerical aptitude and Professionalism.
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2.Past remuneration (excluding Commission)	Not Applicable.
3. Recognition or awards	Not Applicable.
4. Job profile and his suitability	Mr. Jatin Jain is Chartered Accountant by Profession and has around 15 years of experience in Accountancy, Finance, Business Management and Taxation. He has served as a CFO in another Company
5. Remuneration proposed	Rs. INR 55,00,000/- (Indian Rupees Fifty-Five Lacs only)
6.Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Jatin Jain is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of Company and diverse nature of its business
7.Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Jatin Jain is not related to any of the directors and Key Managerial Personnel of the Company.

3. Other Information:

1. Reasons of loss or inadequate profits	Our business is to invest in the securities market. Investments in securities are subject to market risk. The value and return on investment may vary because market conditions.
2. Steps taken or proposed to be taken for improvement	Not Applicable
3. Expected increase in productivity and profits in measurable terms	Not Applicable

**For and on behalf of
Shreenath Investment Company Limited**

Ashwin Pukhraj Jain

DIN: 00173983

Director

Address: B-3 245/246 Kasturi Plaza

Manpada Road Dombivli East

Thane, Maharashtra, India - 421201

Date: 21/06/2024

Place: Mumbai

Form No. MGT 11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L67120MH1979PLC022039

Name of the Company: Shreenath Investment Company Limited

Registered office: 801-802 Dalamal tower, Nariman point, Mumbai-400021

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

I/We, being the member (s) of shares of the above-named Company, hereby appoint

Sr. no	Name	Address	E-mail Id	Signature
1				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 01/2024-25 Extra Ordinary General Meeting of the Company, to be held on MONDAY, 15TH JULY, 2024 at 3:00 P.M. at the Registered Office of the Company situated at 801-802 Dalamal tower, Nariman point, Mumbai-400021 at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Appointment of Mr. Jatin Jain (DIN: 08521872) as the Managing Director of the Company and fixation of the remuneration.

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Note: 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

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF
THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the Meeting.

Registered Folio / DP ID & Client ID	
Name	
Address of Shareholder	
No. of Shares held	

I/We hereby record my/our presence at the 01/2024-25 Extra Ordinary General Meeting of the Company held on MONDAY, 15TH JULY 2024 at 3:00 P.M. at the Registered Office of the Company situated at 801-802 Dalamal tower, Nariman point, Mumbai-400021

Signature of Shareholder / Proxy Present.....