



JCL
JANUS CORPORATION LIMITED

REG OFF: 513 STANFORD BUILDING LINK ROAD, ANDHERI WEST MUMBAI MH 400053 IN

CIN: U74999MH1998PLC117279

CORP OFFICE: B-704, PRAKRITI APARTMENTS, K K W MILL COMPOUND, M SUNDERJI ROAD, THANE WEST

Email: januscorporationltd@gmail.com Ph: 022-62363222

Date: 28th January, 2023

**To,
The Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Tower,
Dalal Street Fort,
Mumbai-400001**

Scrip Code – 542924

**Subject: Notice of Extra-Ordinary General Meeting schedule to be held on Friday,
24th, February, 2023**

Dear Sir/Madam,

We are pleased to inform you that Extra Ordinary General Meeting (EOGM) of the **Janus Corporation Limited** is scheduled to be held on Friday, 24th February, 2023 at 2:30 P.M. at its registered office at 513 Stanford Building Link Road, Andheri West Mumbai - 400053.

The Notice for the EGM is enclosed herewith.

Please take the same on your record and acknowledge the receipt of the same.

Thanking you,
Yours Faithfully,

For Janus Corporation Limited

**Sachin Bhimrao Puri
Managing Director
DIN: 05269529**



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NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF JANUS CORPORATION LIMITED WILL BE HELD ON FRIDAY 24TH FEBRUARY, 2023 AT 2:30 P.M. AT REGISTERED OFFICE OF THE COMPANY 513 STANFORD BUILDING LINK ROAD, ANDHERI WEST MUMBAI MH 400053 IN

SPECIAL BUSINESS:

ITEM NO. 01

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and, if though fit, to pass with or without modification(s) the following resolutions as **Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Section 61(1)(a) of the Companies Act, 2013, the Authorized Share Capital of the company be and is hereby increased from Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lacs) Equity Shares of Face Value of Rs. 10/- each to Rs. 60,00,00,000/- (Rupees Sixty Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of Face Value of Rs. 10/- each by addition of Rs. 35,00,00,000 (Rupees Thirty Five Crores) divided in to 3,50,00,000 (Three Crores Fifty Lakh) Equity Shares of Face Value of Rs. 10/- each."

RESOLVED FURTHER THAT any of the Directors of the company be and is hereby authorized to all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies in order to give effect to the above resolution."

ITEM NO. 02

ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if though fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any Statutory modification or re-enactment thereof for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by the following:

- V. "The Authorized Share Capital of the Company is Rs. 60,00,00,000/- (Rupees Sixty Crores only) divided into 6,00,00,000 (Six Crore) Equity Shares of face value Rs. 10/- (Rupees Ten only) each.**



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RESOLVED FURTHER THAT any of the director of the company be and is hereby authorized to do all such deeds, acts, matters and things necessary to give effect to the above resolution including signing and filing the necessary forms with the registrar of companies in order to give effect to the above resolution.

Place: Mumbai
Date: 05.01.2023

By order of the Board of Directors
For Janus Corporation Limited

Sd/-
Sachin Bhimrao Puri
Managing Director
DIN: 05269529

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 EOGM 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 aggregate not more than ten (10) percent of the total share capital of the Company.
- 3) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
- 4) The instrument appointing the proxy, duly completed, must be deposited at the Company's Corporate office (venue of EGM) not less than 48 hours before the commencement of the meeting. A proxy form for the EOGM is enclosed.
- 5) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- 6) Members / proxies / authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 7) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the EOGM.



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8) The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the EOGM.

9) 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.

10) 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.

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

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

13) Mr. Brajesh Gupta, Practicing Company Secretary (Membership No: A-33070, COP 21306 Indore) has been appointed as the scrutinizer to act as scrutinizer for the purpose of Extra Ordinary General Meeting (Ballot Voting in EOGM).

14) 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).

15) 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 EOGM.

16) The shareholder needs to furnish the printed 'attendance slip' and shall show a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the EOGM venue.

17) As per provisions of the Companies Act, 2013, facility for making nominations is available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the



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Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Ministry of Company affairs.

18) 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 Friday 17th February, 2023.

19) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice through Electronic means and holding shares as of the cut-off date i.e., Friday 17th February, 2023 may send a request at januscorporationltd@gmail.com.

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 voting at the EOGM through ballot paper.

21) Mr. Brajesh Gupta, Practicing Company Secretary (Membership No. A-33070) has been appointed as the Scrutinizer for the Extra Ordinary General Meeting to scrutinize the ballot voting and process in a fair and transparent manner.

22) The Chairman shall, at the EOGM, 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 EOGM.

23) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting in the presence of at least two witnesses not in the employment of the Company and shall give not later than 2 working days from the conclusion of the EOGM, 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.

24) The Results of EOGM voting will be declared along with the report of the Scrutinizer within Two Working Days from the conclusion of the Extra-Ordinary General Meeting and shall be placed on the website of the Company 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 BSE Limited.

Place: Mumbai
Date: 05.01.2023

By order of the Board of Directors
For Janus Corporation Limited

Sd/-
Sachin Bhimrao Puri
Managing Director
DIN: 05269529



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**ANNEXURE TO NOTICE
EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

ITEM NO. 01 & 02

Your Board at its meeting held on 05th January, 2023, discussed and consider the matter of further requirements of increase in authorized capital of the company and approved the proposal for increase in authorized capital of the company, subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to increase the Authorized Share Capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty Five Crores) consisting of 2,50,00,000 (Two Crores and Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 60,00,00,000/- (Rupees Sixty Crores only) consisting of 6,00,00,000 (Six Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each by addition of Rs. 35,00,00,000 (Rupees Thirty Five Crores) divided in to 3,50,00,000 (Three Crores Fifty Lakhs) Equity Shares of Face Value of Rs. 10/- each.”

The Proposed resolution under this item No. 1 & 2 seeks to obtain Members’ approval to alter Clause V as mentioned in the Memorandum of Association of the Company.

Copy of the Memorandum Association of the Company with the proposed amendment will be available for inspection by the Members at the Registered Office of the Company during business hours on all working days between 01.00 p.m. to 3.00 p.m. up to 24th February, 2023 at the registered office of the company.

None of the Directors, Key Managerial Personnel or their relative thereof, is in any way, interested or concerned in the proposed Resolutions at Item No.1&2 of the Notice except to the extent of their shareholding.

The Board recommends the Resolutions set forth in Item No. 1 & 2 for the approval of the members.

**Place: Mumbai
Date: 05.01.2023**

**By order of the Board of Directors
For Janus Corporation Limited
Sd/-
Sachin Bhimrao Puri
Managing Director
DIN: 05269529**

**Registered Office:
513 Stanford Building Link Road,
Andheri West Mumbai MH 400053 IN**



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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: | U74999MH1998PLC117279 |
| Name of the company: | JANUS CORPORATION LIMITED |
| Registered office: | 513 STANFORD BUILDING LINK ROAD, ANDHERI WEST MUMBAI MH 400053 IN |

| |
|---|
| 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

1. Name : _____

Address: _____

E-mail Id: _____ Signature _____ or failing him/her

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 Friday 24th February, 2023 at 2:30 p.m. at the Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Resolution | Vote cast in favor | Vote Cast in Against |
|----------------|--|--------------------|----------------------|
| 1 | Increase In Authorized Share Capital of The Company | | |
| 2 | Alteration of Capital Clause of Memorandum of Association of the Company | | |

As Witness my / our hand(s) this ____ day of _____ 2023

Signature of shareholder _____

Signature of Proxy holder(s) _____

**Affix
Revenue
Stamp**

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.



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Attendance Slip

DPID _____

CLIENT ID _____

Regd. Folio No. _____

Mr./Ms. _____

Father's/Husband's Name _____

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company. I hereby record my presence at the Extra-Ordinary General Meeting of the Company at 513 Stanford Building Link Road, Andheri West Mumbai MH 400053 IN at Friday 24th February, 2023 at 2:30 p.m.

Member's/Proxy's Name in _____ Member's / Proxy's

Signature _____

Note:

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



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POLLING PAPER (FORM MGT-12)

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

| | |
|---------------------|--|
| Name of the Company | JANUS CORPORATION LIMITED |
| CIN | U74999MH1998PLC117279 |
| Registered Office | 513 STANFORD BUILDING LINK ROAD, ANDHERI WEST MUMBAI MH 400053 IN |

Ballot Paper

| S. No. | Particulars | Details |
|--------|---|---------------|
| 1 | Name of the first named Shareholder (In Block Letters) | |
| 2 | Postal address | |
| 3 | Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form) | |
| 4 | Class of Share | Equity Shares |
| 5 | Number of Shares Held | |

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

| Sr. No. | Item | No. of shares held by me | I assent to the resolution | I dissent to the resolution. |
|---------|--|--------------------------|----------------------------|------------------------------|
| 1 | Increase in Authorised Share Capital of the Company | | | |
| 2 | Alteration of Capital Clause of Memorandum of Association of The Company | | | |

Place:

Date:

(Signature of the shareholder)