



**NOTICE OF 26TH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF JANUS CORPORATION LIMITED WILL BE HELD ON SATURDAY 28TH SEPTEMBER, 2024 AT 12:30 PM AT REGISTERED OFFICE OF THE COMPANY AT 513 STANFORD BUILDING LINK ROAD, ANDHERI WEST MUMBAI MH 400053 IN TO TRANSACT THE FOLLOWING BUSINESSES:**

**ORDINARY BUSINESS:**

**ITEM NO. 1: TO RECEIVE, CONSIDER AND ADOPT THE STANDALONE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.**

To consider and if thought fit, to pass the following resolutions with or without modification, if any, as Ordinary Resolutions:

**“RESOLVED THAT** the Standalone Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 together with the reports of Board and Auditors thereon be and hereby considered and adopted”.

**SPECIAL BUSINESS:**

**ITEM NO. 2: APPROVAL FOR GRANTING LOAN AND INVESTMENT AND GIVING GUARANTEE BY COMPANY U/S. 186 OF THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** in supersession to all resolutions passed earlier, if any, pursuant to the provisions of Section 186 of the Companies Act, 2013, read with The Companies (Meetings of Board and its Powers) Rules, 2014 as amended from time to time and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force), if any, consent of the shareholders of the Company be and is hereby accorded to (a) give any loan to any person(s) or other body corporate(s); (b) give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 100.00 Crores (Rupees Hundred Crores Only) outstanding at any time, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, Executive Directors and Company Secretary of the Company, be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

**“RESOLVED FURTHER THAT** the approval of shareholders for granting loan and investment and giving guarantee by company u/s. 186 of the companies Act, 2013 shall be valid for a period of 5 years i.e. w.e.f. 1st April, 2024 to 31st March, 2029.”

**ITEM NO. 3: APPROVAL FOR BORROWING POWER U/S. 180(1) (C) OF THE COMPANIES ACT, 2013**

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

**“RESOLVED THAT** in supersession to all resolutions passed earlier pursuant to the provisions of Section 180 (1) (c) and



other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 100.00 Crores (Rupees Hundred Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

**"RESOLVED FURTHER THAT** the approval of shareholders for Increase in Borrowing Powers u/s. 180(1) (c) of the Companies Act, 2013 shall be valid for a period of 5 years i.e. w.e.f. 1st April, 2024 to 31st March, 2029."

#### **ITEM NO. 4: APPROVAL FOR RELATED PARTY TRANSACTION**

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

**"RESOLVED THAT** in continuation of earlier resolution passed in this behalf and pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23(4) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, as amended from time to time, consent of the Company be and is hereby accorded to the Board to enter into any and all transactions/contracts/arrangements with the 'related party' as defined in the Act and Regulation 2(zb) of the Listing Regulation and mentioned in below table, relating to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or otherwise disposing of any goods, materials or property or availing or rendering of any services or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate or promoter group Company, making of loans to, and/or giving of guarantees or providing security and/or making of investments and the purchase from and/or sale to it of any securities by the Company, or any combination thereof, etc. on such terms and conditions as the Board in its absolute discretion may deem fit provided however that the aggregate amount/value of all such transactions/contracts/arrangements that may be entered into and remaining outstanding at any time shall not exceed Rs. 100 Crores with each related parties respectively during any Financial year."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient for the purpose of giving effect to the above resolution."

#### **ITEM NO. 5: RE-APPOINTMENT OF MR. MAHESH KESHAV KAMBLE (DIN: 08210336) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment(s) thereof for the time being in force) and the



applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time, Mr. Mahesh Keshav Kamble (DIN: 08210336) whose term as an Independent Director of the Company expires on September, 2024 and who has consented to act as an Independent Director of the Company and who has submitted his declarations that he meets the criteria of independence as specified for Independent Director under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in respect of whom a notice in writing pursuant to Section 160 (1) of the Companies Act, 2013 has been received from a member signifying his intention to propose his candidature for the office of the Director of Company, be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of 5 years viz. from 26th September, 2024 to 25th September, 2029 and he will not be liable to retire by rotation.

**"RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**ITEM NO. 6: RE-APPOINTMENT OF MRS. MANISHA S BOBADE (DIN: 08627010) AS WOMAN INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time, Mrs. Manisha S Bobade (DIN: 08627010), whose term as an Independent Director of the Company expires on September, 2024 and who has consented to act as an Independent Director of the Company and who has submitted her declarations that She meets the criteria of independence as specified for Independent Director under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in respect of whom a notice in writing pursuant to Section 160 (1) of the Companies Act, 2013 has been received from a member signifying his intention to propose her candidature for the office of the Director of Company, be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of 5 years viz. from 26th September, 2024 to 25th September, 2029 and She will not be liable to retire by rotation."

**"RESOLVED FURTHER THAT** Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**Place: Mumbai**  
**Date: 03<sup>RD</sup> September, 2024**

**By Order of the Board of Directors**  
**For Janus Corporation Limited**

**Sd/-**  
**Jitendra Bharat Parmar**  
**Managing Director**  
**DIN: 10257158**

**Registered Office:**  
**513 Stanford Building Link Road,**  
**Andheri West Mumbai, Maharashtra- 400053**  
**Tel: 022-62363222**  
**Email: [januscorporationltd@gmail.com](mailto:januscorporationltd@gmail.com)**  
**Website: [www.januscorp.co.in](http://www.januscorp.co.in)**



**NOTES:**

- 1) A Member Entitled to attend and vote at the Annual General Meeting (“AGM”) 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 and not more than ten (10) percent of the total share capital of the Company.
- 2) 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.
- 3) 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 AGM is enclosed.
- 4) 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.
- 5) 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 AGM.
- 6) The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
- 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 remain closed from 22nd September, 2024 to 28<sup>th</sup> September, 2024 (Both days inclusive) for the purpose of AGM.
- 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) Members/Proxies/ Authorised representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- 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 Annual Report 2023-24 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for a physical copy of their report. For members who have not registered their email addresses, physical copies of the Annual Report 2023-24 are being sent by the permitted mode.
- 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. Apart from e-voting, voting through ballot paper will also be made available at the AGM.



- 13) The Board of Directors have appointed M/s. **Brajesh Gupta & Co.** (Membership No: ACS – 33070, Mumbai), **Practicing Company Secretaries**, as the scrutinizer to scrutinize the voting during the Annual General Meeting (Voting in 26<sup>th</sup> AGM).
- 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). Members holding shares in physical form are required to submit their PAN details to the Company.
- 15) As per the provisions of section 72 of the Act, the facility for making nomination is available for the Members in respect of the Shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. The Form can be downloaded from the company's website at [www.januscorporation.in](http://www.januscorporation.in). Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, in case the shares are held in physical form.
- 16) 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 AGM.
- 17) The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
- 18) A statement giving details of the Directors seeking appointment/re-appointment is also annexed with the Notice pursuant to the requirements of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meeting ("SS-2").

#### **OTHER NOTES**

I. 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 Saturday 21st September, 2024.

II. 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. Saturday 21st September, 2024, may sending a request at [Januscorporationltd@gmail.com](mailto:Januscorporationltd@gmail.com).

III. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting at the AGM through ballot paper.

IV. **M/s. Brajesh Gupta & Co. (Membership No: 33070; COP Number: 21306), Practicing Company Secretary** has been appointed as the Scrutinizer to act as scrutinizer for the purpose of Annual General Meeting.

V. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM.

VI. 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 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall Counter sign the same and declare the result of the voting forthwith.

VII. The Results of AGM voting will be declared along with the report of the Scrutinizer on or before 01<sup>st</sup> October, 2024 and shall be placed on the website of the Company [Januscorporationltd@gmail.com](mailto:Januscorporationltd@gmail.com) after the declaration of result by the



**JCL**  
JANUS CORPORATION LIMITED

Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

**Place: Mumbai**

**Date: 03<sup>rd</sup> September, 2024**

**By Order of the Board of Directors**

**For Janus Corporation Limited**

**Sd/-**

**Jitendra Bharat Parmar**

**Managing Director**

**DIN: 10257158**

**Registered Office:**

**513 Stanford Building Link Road,**

**Andheri West Mumbai 400053, Maharashtra- 400053**

**Tel: 022-62363222**

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**Website: [www.januscorp.co.in](http://www.januscorp.co.in)**



**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]**

Name of the member(s): \_\_\_\_\_

Registered address: \_\_\_\_\_

E-mail Id: _____	Folio No/ Client Id: _____
DP ID: _____	

CIN:	U74999MH1998PLC117279
Name of the company:	Janus Corporation Limited
Registered office:	513 Stanford Building Link Road, Andheri West Mumbai – 400053

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

2. Name : \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her

Sr. No.	Resolution(S)	I /we assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1.	To receive, consider and adopt the Standalone Audited Balance Sheet of the Company as on 31st March, 2024 and the Profit and Loss Account for the year ended on that date and Reports of Auditors and Directors thereon.		
2.	Approval for Granting Loan and Investment and Giving Guarantee by Company U/S. 186 of The Companies Act, 2013		
3.	Approval For Borrowing Power U/S. 180(1)(C) of The Companies Act, 2013		
4.	Approval of Related Party Transaction		
5.	Re-Appointment of Mr. Mahesh Keshav Kamble (DIN: 08210336) as Non-Executive Independent Director of the Company		
6.	Re-Appointment of Mrs. Manisha S Bobade (DIN: 08627010) as Woman Independent Director of the Company		

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26<sup>th</sup> Annual general meeting of the company, to be held on Saturday the 26th day of September, 2024 At 12:30 p.m. at 513 Stanford Building Link Road, Andheri West Mumbai MH 400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

As Witness my / our hand(s) this \_\_\_\_\_ day of \_\_\_\_\_ 2024

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.
- The Proxy need not to be a member of the Company.



**Attendance Slip**

DPID \_\_\_\_\_

Regd. Folio No. \_\_\_\_\_

Mr./Ms. \_\_\_\_\_

CLIENT ID \_\_\_\_\_

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 26th Annual General Meeting of the Company at 513 Stanford Building Link Road, Andheri West Mumbai MH - 400053 at 12:30 p.m. on Saturday, 28th day of September, 2024.

Member's/Proxy's Name in \_\_\_\_\_

Member's / Proxy's Signature \_\_\_\_\_

**Note:**

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





**POLLING PAPER**

(Form No. 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  
Regd. Office : 513 Stanford Building Link Road, Andheri West Mumbai – 400053

**BALLOT PAPER**

26th Annual General Meeting on 28th September, 2024

Sr.No.	Particulars	Details
1	Name of the First Named Shareholders(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	

I hereby exercise my vote in respect of Ordinary resolution enumerated below by recording my assent or dissent to the said resolution 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.	To receive, consider and adopt the Standalone Audited Balance Sheet of the Company as on 31st March, 2024 and the Profit and Loss Account for the year ended on that date and Reports of Auditors and Directors thereon.				
3.	Approval for Granting Loan and Investment and Giving Guarantee by Company U/S. 186 of The Companies Act, 2013				
4.	Approval For Borrowing Power U/S. 180(1)(C) of The Companies Act, 2013				
5.	Approval of Related Party Transaction				
6.	Re-Appointment of Mr. Mahesh Keshav Kamble (DIN: 08210336) as Non-Executive Independent Director of the Company				
7.	Re-Appointment of Mrs. Manisha S Bobade (DIN: 08627010) as Woman Independent Director of the Company				

**Place:**

**Date:**

**(Signature of the shareholder)**



**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")**

**ITEM NO. 02 APPROVAL FOR GRANTING LOAN AND INVESTMENT AND GIVING GUARANTEE BY COMPANY U/S. 186 OF THE COMPANIES ACT, 2013**

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting. In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 100 Crores, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 2 for approval by the members of the Company. None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no.2 of the accompanying notice.

The Board recommends the resolution at Item no. 2 to be passed as Special Resolution.

**ITEM NO. 03 APPROVAL FOR BORROWING POWER U/S. 180(1) (C) OF THE COMPANIES ACT, 2013**

In supersession to all the resolutions passed earlier, the Board of Directors authorised to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company amount in excess of aggregate of the Paid up Share Capital and free reserves but not exceeding Rs 100.00 crores (Rs. One Hundred Crores Only). Section 180(1) (c) of the Companies Act, 2013, provides that the Board of Directors of a Company shall not borrow money in excess of the aggregate of Paid up Share Capital and free reserves without the consent of the Members of the Company is accorded by a Special Resolution.

The Board of Directors feels that it may be necessary for the Company to raise further monies from various sources which may exceed aggregate of Paid up Share Capital and free reserves. Accordingly the Special Resolution as set out in item No. 3 of the Notice is proposed for approval of Members.

None of the Directors, Key Managerial Personnel and their relative is concerned or interested in the resolution.

**ITEM NO. 04 APPROVAL OF RELATED PARTY TRANSACTION**

Pursuant to the provisions of Section 188, if and to the extent applicable, and other applicable provisions of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), all related party transactions beyond the thresholds mentioned in Rule 15(3) (a) require prior approval of the Members in general meeting.

Further, as per the provisions of Regulation 23(2) (4) of the SEBI (LODR), Regulation 2015, as amended from time to time, all related party transactions require prior approval of the Audit Committee and all material transactions with related parties require approval of the members of a public listed company through an Ordinary resolution and the related parties are required to abstain from voting on such resolution whether the entity is a related party to the particular transaction or not.

The Board informs that currently there is no relate party and no related party transaction in preceding financial year, but looking to company's aggressive nature towards the growth, it is better to take prior approval of the shareholders.

Accordingly the Special Resolution as set out in item No. 4 of the Notice is proposed for approval of Members.

None of the Directors, Key Managerial Personnel and their relative is concerned or interested in the resolution



**ITEM NO. 05: RE-APPOINTMENT OF MR. MAHESH KESHAV KAMBLE (DIN: 08210336) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

The Board Members of the company in their meeting held on 03<sup>rd</sup> September, 2024 approved appointment of Mr. Mahesh Keshav Kamble (DIN: 08210336) as Non-Executive Independent Director of the Company for a second term for a period of 5 years.

The Nomination and Remuneration committee and the Board of the Company are of the view that it would be appropriate that Mr. Mahesh Keshav Kamble (DIN: 08210336) continues to serve the board for the period of five years. The company has obtained consent and declaration of Independence from Mr. Mahesh Keshav Kamble (DIN: 08210336) to act as Non-Executive Independent Director for the 2<sup>nd</sup> term of five (5) years from 26<sup>th</sup> September, 2024.

Mr. Mahesh Keshav Kamble is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. Brief Profile of Mr. Mahesh Keshav Kamble in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the notice. Mr. Mahesh Keshav Kamble (DIN: 08210336) may be deemed to be concerned or interested in the Special Resolution.

None of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in the proposed Special Resolution. The Board recommends the Special Resolution as set out in Item No. 5 for the approval of the members.

**ITEM NO. 6 RE-APPOINTMENT OF MRS. MANISHA S BOBADE (DIN: 08627010) AS WOMAN INDEPENDENT DIRECTOR OF THE COMPANY:**

The Board Members of the company in their meeting held on 03<sup>rd</sup> September, 2024 approved appointment of Mrs. Manisha S Bobade (DIN: 08627010) as Non-Executive Independent Director of the Company for a second term for a period of 5 years.

The Nomination and Remuneration committee and the Board of the Company are of the view that it would be appropriate that Mrs. Manisha S Bobade (DIN: 08627010) continues to serve the board for the period of five years. The company has obtained consent and declaration of Independence from Mrs. Manisha S Bobade (DIN: 08627010) to act as Non- Executive Independent Director for the 2<sup>nd</sup> term of five (5) years from 26<sup>th</sup> September, 2024.

Mrs. Manisha S Bobade is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. Brief Profile of Mrs. Manisha S Bobade in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the notice. Mrs. Manisha S Bobade (DIN: 08627010) may be deemed to be concerned or interested in the Special Resolution.

None of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in the proposed Special Resolution. The Board recommends the Special Resolution as set out in Item No. 6 for the approval of the members.

**Place: Mumbai**

**Date: 03<sup>rd</sup> September, 2024**

**By Order of the Board of Directors  
For Janus Corporation Limited**

**Sd/-**

**Jitendra Bharat Parmar**

**Managing Director**

**DIN: 10257158**

**Registered Office:**

**513 Stanford Building Link Road,**

**Andheri West Mumbai 400053, Maharashtra- 400053**

**Tel: 022-62363222**

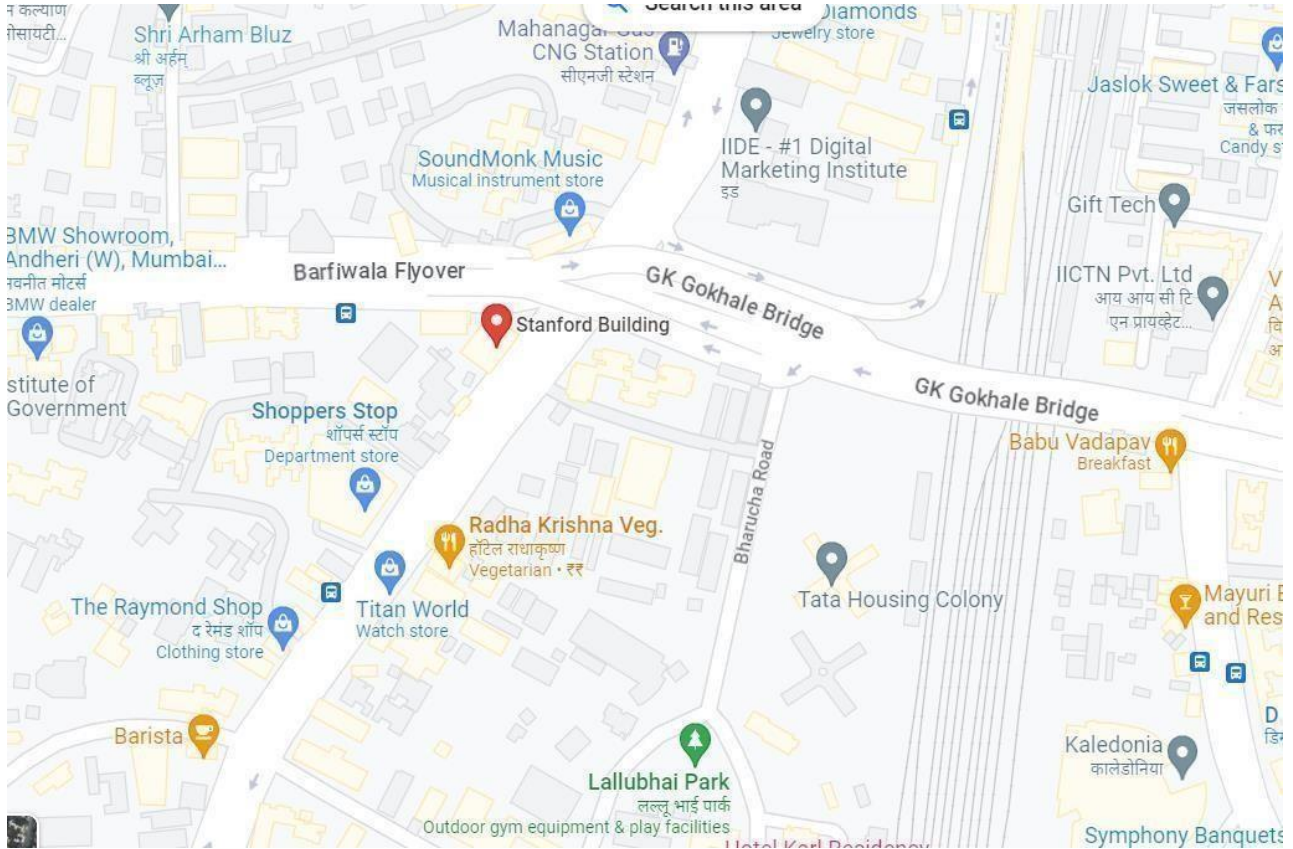
**Email: [Januscorporationltd@gmail.com](mailto:Januscorporationltd@gmail.com)**

**Website: [www.januscorp.co.in](http://www.januscorp.co.in)**



## ROAD MAP FOR VENUE OF THE AGM

513 STANFORD BUILDING LINK ROAD, ANDHERI WEST MUMBAI - 400053





**Information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 for appointment/ re- appointment of Directors is as below:**

<b>Name of the Director</b>	<b>Mr. Mahesh Keshav Kamble</b>	<b>Mrs. Manisha S Bobade</b>
<b>DIN</b>	<b>08210336</b>	<b>08627010</b>
<b>Date of Birth</b>		
<b>Date of Appointment</b>	05/09/2018	02/12/2019
<b>Category</b>	Non Executive- Independent	Non Executive- Independent
<b>Qualification</b>	Graduate	Graduate
<b>Nature of expertise in specific functional areas and Experience</b>	experience in the field of sales, marketing and administration of building materials.	Expertise in field of Admin and finance
<b>Terms and conditions of appointment/ reappointment</b>	For a period of 5 years not liable to retire by rotation	For a period of 5 years not liable to retire by rotation
<b>Number of shares held in the Company</b>	Nil	Nil
<b>Remuneration to be paid</b>	As per the provisions of Companies Act, 2023	As per the provisions of Companies Act, 2023
<b>Directorship held in other Companies</b>	Nil	Nil
<b>Memberships/ Chairmanships of Committees of other Companies</b>	NA	NA
<b>Relationships between Directors inter-se</b>	NA	NA