



JAYANTI COMMERCIAL LIMITED

CINL51109WB1983PNC035795

Date: 04.03.2023

To,
The Listing Department
The Calcutta Stock Exchange Limited
7, Lyons Range,
Kolkata - 700 001

CSE Scrip Code: 02009

Sub: Outcome of meeting of the Board of Directors of Jayanti Commercial Ltd ("Company and together with the foregoing, the "Board") held on Saturday, March 04, 2023 in accordance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended.

Dear Sir/Madam,

1. This is with reference to the captioned subject and in continuation of:

(a) our Intimation dated February 21, 2023, with respect to receipt of Initial Public Announcement dated February 20, 2023 through M/s. Intelligent Money Managers Private Limited, Manager to the Offer on behalf of Mr. Suresh Jhunjunwala, Mrs. Alka Jhunjunwala, Mr. Anuj Jhunjunwala and Mrs. Shilpa Jhunjunwala members of the promoter/promoter group of Jayanti Commercial Ltd expressing their intention ("Acquirers") to acquire all fully paid-up equity shares of the Company - ("Equity Shares") that are held by the public shareholders (as defined under Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended ("Delisting Regulations") and consequently voluntarily delist the Equity Shares from The Calcutta Stock Exchange Limited, being the recognized stock exchange where the equity shares of the company is presently listed ("Stock Exchange/CSE") in accordance with the provisions under the Delisting Regulations ("Delisting Proposal"); and

(b) our intimation dated February 25, 2023 regarding outcome of the meeting of the Board inter alia taking on record the Initial Public Announcement received from acquirers and appointing Mrs. Pooja Bansal, Peer Review Company Secretary in Practice, in accordance with Regulation 10(2) of the Delisting Regulations, for the purposes of carrying out the due diligence in accordance with the relevant provisions of the Delisting Regulations ("February 25th" Intimation).

2. As stated in the February 25th, 2023 Intimation after the receipt of the due diligence report from the Peer Review Company Secretary, the Board is to meet again to discuss and take a decision on the Delisting Proposal.

3. This is to inform you that a meeting of the Board of Directors has been held today i.e. March 04, 2023, pursuant to the receipt of the due diligence report from the Peer Review Company Secretary ("Company Secretary Report") on February 28, 2023.

**34A, Metcalfe Street, 3rd Floor, R. No. 3F, Kolkata – 700 013,
Phone: +91 33 40140100, Fax: +91 33 40140199, Email: jayanticommercial@yahoo.com,
finance@bdjgroup.com, mpa@bdjgroup.com**



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4. In view of the above, the Board in its meeting held today has:

- (a) taken on record the Company Secretary Report, in accordance with the provisions of the Delisting Regulations;
- (b) taken on record the objective and rationale of the Delisting Proposal as presented by the Acquirers for:
 - (i) To provide an exit opportunity to the public shareholders of the company as the equity shares are not traded in CSE;
 - (ii) Eliminate the on-going expenses of the Company in maintaining a listing on the Stock Exchange, including investor relations expenses associated with these continued listing which will cease once the delisting is effective; and
 - (iii) the need to dedicate management time to comply with the requirements associated with the continued listings and the needs of the Public Shareholders will be reduced and can be refocused on the Company's business.

5. Relying on the information available with the Company, the Company Secretary Report and other confirmations received by the Board:

- (a) The Board discussed and provided its consent to the Proposed Delisting, in accordance with Regulation 10 of the Delisting Regulations. This consent is subject to consent of the shareholders of the Company through Postal Ballot in accordance with Delisting Regulations and subject to any other consents and requirements under applicable law including any conditions as may be prescribed or imposed by any authority while granting any approvals;
- (b) The Board provided the confirmations required under Regulation 10(4) of Delisting Regulations;
- (c) The Board inter alia authorized the identified personnel to issue the notice and the accompanying explanatory statement to the shareholders in the form of Postal Ballot for seeking their consent for the Proposed Delisting and for taking necessary steps to finalize the draft notice and the accompanying explanatory statement and for undertaking allied and incidental matters in relation to the Postal Ballot exercise.
- (d) The board appointed Mr. Vivek Gupta, Practicing Chartered Accountant (CP No. 303408) as the scrutinizer in terms of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, to conduct the process of the Postal Ballot in a fair and transparent manner.

In compliance with Regulation 10(5) of the Delisting Regulations, enclosing herewith the due - diligence report of the Company Secretary in terms of Regulation 10(3) and the audit report under Regulation 76 of the Securities and Exchange Board of India (Depositories and Participants)



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Regulations, 2018 in respect of the equity shares sought to be delisted covering a period of six months.

The meeting of the Board of Directors commenced at 2:00 P.M. and concluded at 3:00 P.M.

You are requested to please take the above on record.

Thanking You,

FOR JAYANTI COMMERCIAL LTD

For Jayanti Commercial Limited

Shilpa Jhunjhunwala

Authorised Signatory/Director

SHILPA JHUNJHUNWALA

MANAGING DIRECTOR

DIN: 01945627



POOJA BANSAL
Practicing Company Secretary
Membership No. 50458
COP No. 18524

Flat No. F1, 5th floor, Respect Home,
Andul Road, Halderpara, Podrah,
Howrah - 711109
Email Id- pujab35@gmail.com
Contact No. 9038589527

DUE DILIGENCE REPORT FOR JAYANTI COMMERCIAL LTD

[Pursuant to Regulation 10 (3) of the SEBI (Delisting of Equity Shares) Regulations, 2021]

To,

The Board of Directors

JAYANTI COMMERCIAL LTD

In terms of Regulation 10 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("**Delisting Regulations**"), I, Pooja Bansal, Peer Reviewed Practicing Company Secretary, have been appointed vide the resolution of the Board of Directors passed by **JAYANTI COMMERCIAL LTD** (hereinafter referred to as the "**Company**") having CIN: **L51109WB1983PLC035795** and having registered office at **34A, Metacalfe Street, P S Bow Bazar, Kolkata - 700013** in the meeting held on 25th February, 2023 to carry out the due diligence in accordance with Regulation 10(3) and other applicable provisions under the Delisting Regulations and issue a Due Diligence Report ("**DDR**").

Background:

1. In terms of Regulation 8 of the Delisting Regulations, an Initial Public Announcement dated 20th February, 2023 ("**Initial Public Announcement**") was issued on behalf of Mr. Suresh Jhunjhunwala, Mrs. Alka Jhunjhunwala, Mr. Anuj Jhunjhunwala and Mrs. Shilpa Jhunjhunwala, the acquirers as defined in the Delisting Regulations ("**Acquirers**") *inter alia* expressing their intention to:
 - (a) Acquire 2,60,224 fully paid-up equity shares of the Company, having a face value of Rs. 10 each, ("**Equity Shares**") representing 54.50% of the paid-up capital held by the public shareholders of the Company (as defined under the Delisting Regulations and to be referred to as "**Public Shareholders**"), either individually / collectively or together with other members of the Promoter Group or along with the persons acting in concert, as the case may be; and
 - (b) Consequently voluntarily delist the Equity Shares from the stock exchanges where the equity shares of the company are presently listed namely, The Calcutta Stock Exchange (collectively, "**Stock Exchange**"), by making a delisting offer in accordance with the Delisting Regulations ("**Delisting Proposal**").
2. The present Capital Structure including the details of the Authorized, Subscribed, Issued, Paid up and Listed Equity Share Capital of the Company is placed at **Annexure I**.
3. Shareholding Pattern of the Company as on 31st December, 2022 is placed at **Annexure II**.
4. The distribution of public shareholding as on 31st December, 2022 is as per **Annexure III**.



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COP No. 18524

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5. The list of Top Twenty-Five shareholders (other than Acquirer) as on 31st December, 2022 is placed at **Annexure IV**.

Verification:

1. On the basis of the information received from/furnished by the Board of Directors of the Company, as required under sub-regulation 2 of Regulation 10 of the Delisting Regulations, for the purpose of carrying out the due diligence, I have examined the following:
- (a) There was no trading of equity shares of the Company on the CSE platform during the last two years prior to the date of Board Meeting to be held for consideration of proposal of delisting, hence details of buying, selling and dealing in the Equity Shares of the Company by the acquirer or their related entities (including members of Promoter Group) during the period of two years prior to the date of Board Meeting (i.e., 25th February, 2023) held to consider the Delisting Proposal (“**Review Period**”) is not applicable and the details of the Top Twenty-Five shareholders are furnished below ;
 - (b) There were certain off market transaction of the equity shares of the company carried out by the promoter or promoter group or their related entities and top twenty five shareholders during the last two years prior to the date of Board Meeting to be held for consideration of proposal of delisting. As reported by the Company, 4,000 Shares were transferred by Gita Devi Pushkania to Pankaj Kumar Pushkania in the 3rd Quarter of F.Y. 2021-2022.
 - (c) Relevant additional document/ filing/ records/ information such as **share transfer details** including the information mentioned in clauses (a) and (b) for a longer period of time from **25th February, 2021**, as sought and made available to us and the explanations provided by the Company and hence the details are placed at **Annexure V**.



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2. For the purpose of verifying applicability and compliance of securities laws, I have identified the following regulations and their applicability:

Regulations	Acquirers and their related entities (including members of Promoter Group)	Top 25 Public Shareholders
The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) as amended from time to time	Applicable	Applicable
The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (SEBI PIT Regulations) as amended from time to time	Applicable	Applicable
The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI SAST Regulations) as amended from time to time	Applicable	Applicable
The Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021	Not Applicable	Not Applicable



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Basis review of the aforesaid information/ document, set out below is my analysis/ observations:

a) For Acquirers and their related entities:

- a. During the Review Period, I did not notice any change in the shareholding of the Acquirers and their related entities.
- b. As on date, the Acquirers / Promoter group holds 2,17,293 Equity Shares, representing 45.50% Paid Up Equity Share Capital of the Company.

b) For Top Twenty-Five Shareholders:

- i) During the Review Period, Top Twenty-Five Public Shareholders have not bought any Equity Shares of the Company.
- ii) The Acquirers have confirmed that neither of them nor their related entities or other members of the Promoter Group have any connections, direct or indirect, with the Top Twenty-Five Public Shareholders, save and except the interest of the Acquirers and/or their related entities in two of the Public Shareholder Companies namely Alkan Fiscal Services Pvt Ltd & Vision Projects And Finvest Pvt Ltd.

Certification:

I hereby certify that, during the Review Period:

(a) There was no trading of equity shares of the Company on the CSE Platform during the last two years prior to the date of Board Meeting which was held for consideration of proposal of delisting, hence details of buying, selling and dealing in the Equity Shares of the Company by the Acquirers or their related entities (including members of Promoter Group) during the period of two years prior to the date of Board Meeting (i.e., 25th February, 2023) held to consider the Delisting Proposal (“**Review Period**”) is not applicable and the details of the Top Twenty-Five shareholders are furnished below ;

- The Acquirer has not, directly or indirectly, –
 - (a) employed any device, scheme or artifice to defraud any shareholder or other person; or
 - (b) engaged in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; or
 - (c) engaged in any act or practice that is fraudulent, deceptive or manipulative –

in connection with delisting of Equity Shares of the Company sought or permitted or exit opportunity given or other acquisition of Equity Shares made under the Delisting Regulations.

Assumption & Limitation of Scope & Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the



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Board of Directors of the Company.

2. This Due Diligence Report (DDR) is based on due diligence of documents/ information shared by the Company for my review. My responsibility is to give report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. Various concepts viz. defraud, deceit, fraudulent, deceptive, manipulative are used in the SEBI Delisting Regulations. However, parameters/methodology for determining the same are not prescribed therein. By reading these terminologies, it can be construed that the Acquirers shall not directly or indirectly cause any loss to the Public Shareholders by adopting any malpractice. Based on publicly available information, I have checked whether the Acquirers or the Company have common registered office or directorship. I do not have any negative observation.

From the above details, I can conclude that the Acquirers have not;

- (i) Employed any device, scheme or artifice to defraud any shareholder or other person;
 - (ii) Engaged in any transaction or practice that operates as a fraud or deceit upon any shareholder or other person; and
 - (iii) Engaged in any act or practice that is fraudulent, deceptive or manipulative.
4. I am not expressing any opinion on the Floor price and/or the price at which the shares would ultimately be delisted. I have assumed that the Company/ Acquirers would comply with the applicable provisions related to floor price. Further, I am not an investment adviser or tax advisor or a broker/ dealer. This report should not be construed as investment/disinvestment advice.
 5. This DDR is solely for the intended purpose of delisting of Equity Shares of the Company and for your information and it is not to be used, circulated, quoted or otherwise referred to for any purpose other than Delisting purposes and as required under the Delisting Regulations.

POOJA Digitally signed
by Pooja
BANSAL
Date: 2023.02.28
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POOJA BANSAL
Practicing Company Secretary
Membership No.: 50458
CP No.: 18524
Peer Review No.: 1725/2022
UDIN: A050458D003211264
Place: Kolkata
Date: February 28, 2023



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ANNEXURE I

Capital Structure of the Company as on 31st December, 2022

AUTHORIZED CAPITAL

Particulars	Number of shares	Nominal Value per share	Total Authorised Capital
Equity	5,00,000	10	50,00,000
Preference	0	0	0
Unclassified	0	0	0

ISSUED CAPITAL

Particulars	Number of shares	Nominal Value per share	Total Issued Capital
Equity	4,77,517	10	47,75,170
Preference	0	0	0
Unclassified	0	0	0

SUBSCRIBED CAPITAL

Particulars	Number of shares	Nominal Value per share	Total Issued Capital
Equity	4,77,517	10	47,75,170
Preference	0	0	0
Unclassified	0	0	0

PAID UP CAPITAL

Particulars	Number of shares	Nominal Value per share	Total Issued Capital
Equity	4,77,517	10	47,75,170
Preference	0	0	0
Unclassified	0	0	0

LISTED CAPITAL

Particulars	Number of shares	Nominal Value per share	Total Listed Capital	Name of the Stock Exchange where listed
Equity	4,77,517	10	47,75,170	The Calcutta Stock Exchange
Preference	0	0	0	NA
Unclassified	0	0	0	NA

Note: In case of a difference between issued and listed capital, the reasons for the same may be given over here: **Not Applicable.**



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ANNEXURE II

Shareholding pattern as on 31st December, 2022		
Category	No. of shares	%
Acquirers:		
(a) who decides to make an offer for delisting of equity shares and Persons acting in concert in accordance with regulation 5A of the Takeover Regulations or	1,38,500	29.00
(b) who is a Promoter or part of Promoter Group along with persons acting in concert	-	-
Promoter / Promoter Group other than Acquirers	78,793	16.50
Public Shareholders	2,60,224	54.50
Total	4,77,517	100



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ANNEXURE III

The distribution of Public Shareholding as on 31st December, 2022

Range of shareholding	No. of shareholders	% of shareholders	No. of shares held	% shares
1-500	3	13.64	300	0.11
501-1000	1	4.55	917	0.35
1001-2000	4	18.18	8000	3.07
2001-3000	2	9.09	6000	2.31
3001-4000	5	22.72	20000	7.69
4001-5000	1	4.55	5000	1.92
5001-10000	0	0	0	0
Above 10000	6	27.27	220007	84.55
Total	22	100	2,60,224	100
Acquirers: (a) who decides to make an offer for delisting of equity shares and Persons acting in concert in accordance with regulation 5A of the Takeover Regulations or (b) who is a Promoter or part of Promoter Group along with persons acting in concert	4	44.44	1,38,500	63.74



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ANNEXURE IV

Details of Top Twenty-Five shareholders (other than Acquirer) as on 31st December, 2022

Sl No.	Name Of Shareholder	No. Of Shares	% To Paid Up Equity Capital
1	MURARI INVESTMENT & TRADING COMPANY LTD.	67000	14.03
2	VISION PROJECTS AND FINVEST PVT LTD	55157	11.55
3	UTTAM COMMERCIAL COMPANY LTD.	35017	7.33
4	PANKAJ KUMAR PHUSHKANIA	30800	6.45
5	ALKAN FISCAL SERVICES PVT LTD	23500	4.92
6	CHANDRA KALA DANWAR	23376	4.90
7	MANOJ KUMAR BAID	23333	4.89
8	MANISH KUMAR PHUSHKANIA	20617	4.32
9	G.K.INVESTMENTS LTD.	16000	3.35
10	ALOK KUMAR JAIN	5000	1.05
11	DILIP KUMAR AGARWAL	4000	0.84
12	JAGDISH PRASAD PHUSHKANIA	4000	0.84
13	MANISHA AGARWAL	4000	0.84
14	MANISHA KEDIA	4000	0.84
15	RATNI DEVI AGARWAL	4000	0.84
16	BHOJRAJ BAID	3000	0.63
17	MAHENDRA SINGH BAID	3000	0.63
18	DHANRAJ GELERA	2000	0.42
19	MANISHA BAID	2000	0.42
20	RAJAT BAID	2000	0.42
21	RITIKA BAID	2000	0.42
22	ROCKY DISTRIBUTORS PVT LTD	917	0.19
23	BAJRANG LAL MALL	100	0.02
24	MADAN MOHAN DAMANI	100	0.02
25	MIRA BHATTACHARJEE	100	0.02



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ANNEXURE V

Details of Share Transactions during the Review Period:

Date of buying, selling and dealing	Nature of transaction (buying, selling and dealing)	Category (Acquirer/Promoter / Promoter Group / PACs / top 25 shareholder)	Mode of acquisition (market purchase / public rights/preferential offer / off market / Inter-se transfer etc .)	Pre Transaction		Post Transaction		Whether off market / on Exchange
				Number of Securities	% age of share holding	Number of Securities	% age of share holding	
3 rd Quarter of F.Y 2021-2022	Selling	Promoter / Promoter Group (Gita Devi Pushkania to Pankaj Kumar Pushkania)	Inter Se Transfer	4000	0.84	0	0	Off Market

POOJA BANSAL Digitally signed by
POOJA BANSAL
Date: 2023.02.28
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POOJA BANSAL
Practicing Company Secretary
Membership No.: 50458
CP No.: 18524
Peer Review No.: 1725/2022
UDIN: A050458D003211264
Place: Kolkata
Date: February 28, 2023



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RECONCILIATION OF SHARE CAPITAL AUDIT

Under Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 read with Regulation 12(2) of SEBI (Delisting of Equity Shares) Regulations, 2021

1.	For Six Months	25.08.2022 to 25.02.2023	
2.	ISIN	INE730C01010	
3.	Face value	Rs.10/-	
4.	Name of the Company	JAYANTI COMMERCIAL LTD	
5.	Registered Office Address	34A, METACALFE STREET, P S BOW BAZAR, KOLKATA - 700013	
6.	Correspondence Address	34A, METACALFE STREET, P S BOW BAZAR, KOLKATA - 700013	
7.	Telephone & Fax Nos.	Tel : 033 4014 -0100 Fax : +91 33 4014 - 0199	
8.	Email address	jayanticommercial@yahoo.com	
9.	Names of the Stock Exchanges where the Company's securities are listed :	THE CALCUTTA STOCK EXCHANGE LTD.	
10.	Issued Capital	Number of Shares 4,77,517 (4,77,517 EQUITY SHARES OF Rs. 10/- EACH)	% of Total Capital 100
11.	Listed Capital Exchange wise	THE CALCUTTA STOCK EXCHANGE LTD.	4,77,517 100%
12.	Held in dematerialised form in CDSL	55,157	11.55%
13.	Held in dematerialised form in NSDL	3,59,727	75.33%
14.	Physical	62,633	13.12%
15.	Total No of Shares (12 + 13 + 14)	4,77,517	100%
16.	Reasons for difference if any, between (10&15), (11&15)	NIL	

17. Certifying the details of changes in share capital during the quarter under consideration as per Table below:

Particulars **	No. of shares	Applied/Not Applied for listing	Listed on Stock Exchanges (Specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-prin. Appr. Pending for SE (Specify Names)
Nil	Nil	Nil	Nil	Nil	Nil	Nil

** Rights, Bonus, Preferential Issue, Amalgamation, Conversion, Buyback, Capital Reduction Forfeiture, any other (to specify).

18.	Register of Members is updated (Yes/No) If not, updated upto which date	Yes
19.	Reference of previous quarter with regards to excess dematerialised shares, if any.	N.A



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	Register of Members is updated (Yes/No) If not, updated upto which date			
Total No. of demat requests	No. of requests	No. of shares	Reasons for delay	
Confirmed after 21 days	NIL	--	--	
Pending for more than 21 days	NIL	--	--	
20.	Name, Telephone & Fax No. of the Compliance Officer of the Company	CHANDRA NATH BANERJEE Tel : 033 4014 -0100 Fax : +91 33 4014 - 0199		
21.	Name, Address, Telephone & Fax No. Regd. No. of the Practising Company Secretary	CS Pooja Bansal Flat F1, 5th Floor, Respect Home, Andul Road, Halderpara, Podrah, Howrah-711109 Mobile:9038589527 E-mail:pujab35@gmail.com		
22.	Appointment of common agency for the share registry work	Maheshwari Datamatics Pvt. Ltd. 23, R.N. Mukherjee Road, 5th Floor, Kolkata - 700001		
23.	Any other detail that the auditor may like to provide.	Not Applicable		

POOJA BANSAL Digitally signed by
POOJA BANSAL
Date: 2023.02.28
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POOJA BANSAL
Practicing Company Secretary
Membership No.: 50458
CP No.: 18524
Peer Review No.: 1725/2022
UDIN: A050458D003211242
Place: Kolkata
Date: February 28, 2023