



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **Twenty First** Annual General Meeting of the members of Jainam Broking Limited will be held on **Monday, 30th September, 2024 at 11.00 a.m.** Indian Standard Time (“IST”) on shorter notice, at the **Corporate Office of the Company, situated at Jainam House, Plot No. 42, Near Shardayatan School, Piplod, Surat, Gujarat- 395007** to transact the following business:

ORDINARY BUSINESS:

1. **To consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2024, the reports of the Board of Directors and Auditors thereon:**

To receive, consider and adopt the Standalone Audited Balance Sheet as at March 31, 2024, Profit and Loss Account and Cash Flow Statement of the Company for the year ended March 31, 2024, Notes to Financial Statements, together with the Boards’ Report and Auditors’ Report thereon; and in this regard, to consider and if thought fit, to pass the following resolution with or without modification, as an Ordinary Resolution.

“**RESOLVED THAT** the audited Standalone Balance Sheet, statement of Profit and Loss Account and Cash Flow Statement of the Company for the financial year ended March 31, 2024, along with the Notes to Financial Statements, together with the Boards’ Report and Auditors’ Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.”

2. **To consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2024, the reports of the Auditors thereon:**

To receive, consider and adopt the Consolidated Audited Balance Sheet as at March 31, 2024 and Profit and Loss Account of the Company for the year ended March 31, 2024, Notes to Financial Statements, together with the Auditors’ Report thereon; and in this regard, to consider and if thought fit, to pass the following resolution with or without modification, as an Ordinary Resolution.

“**RESOLVED THAT** the audited Consolidated Balance Sheet and statement of Profit and Loss Account of the Company for the financial year ended March 31, 2024, along with the Notes to Financial Statements, together with the Auditors’ Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted.”

3. **To declare and approve Final Dividend on equity shares of the Company for the financial year ended March 31, 2024:**

To declare a final dividend of Rs. 2/- (20%) per equity shares of face value of Rs. 10/- each, for the financial year ended March 31, 2024; in this regard, to consider and if thought fit, to pass the following resolution with or without modification, as an Ordinary Resolution:

“**RESOLVED THAT** a final dividend of Rs. 2/- (20%) per equity share of Rs.10/- each for the financial year 2023-24, as recommended by the Board, be and is hereby approved and declared to

be paid to those members whose names appear on the Company's Register of Members, as on the record date."

4. Appointment of Mrs. Anal Milan Parikh (DIN: 01404198) as a director liable to retire by rotation:

To appoint a director in place of Mrs. Anal Milan Parikh (DIN: 01404198) who retires by rotation and being eligible offers herself for re-appointment.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of members of the Company be, and is hereby accorded to the re-appointment of Mrs. Anal Milan Parikh (DIN: 01404198) as a director, to the extent that she is required to retire by rotation.

RESOLVED FURTHER THAT any directors of the company, be and is hereby authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolutions"

5. To appoint Statutory Auditor of the Company for a period of five years and to fix their remuneration:

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for appointment of M/s. Kothawade & Laddha, Chartered Accountants, having Firm Registration No. 105339W be and are hereby appointed as the Statutory Auditors of the Company for the term of five years, from the conclusion of the 21st Annual General Meeting till the conclusion of the 26th Annual General Meeting to be held for the year 2029, to examine and audit the accounts of the Company, with the power to the Board/ Audit Committee to alter and vary the terms and conditions of appointment, including revision in the remuneration during the remaining tenure of four years, etc., including by reason of necessity on account of conditions as may be stipulated by the any authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors."

SPECIAL BUSINESS:

6. Approval for keeping Statutory documents at a place other than registered office: -

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, as

amended from time to time, the approval of the members be and is hereby accorded to the Company to keep the Annual Returns and registers to be maintained by the Company under section 88 and section 92 of the Companies Act, 2013 at the Corporate office of the Company situated at **Jainam House, Plot No. 42, Near Shardashayan School, Piplod, Surat, Gujarat- 395007.**

RESOLVED FURTHER THAT any directors of the company, be and is hereby authorized to do all the acts, deeds and things which are necessary to give effect to the above said resolutions”

7. Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association: -

To consider and, if thought fit, to pass with or without modification(s), the following resolution for reclassification of Authorised Capital of the company as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 4, 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder (including any amendments, modifications thereto or re-enactment thereof for the time being in force) and the existing Authorised Share Capital of the Company, the consent of the Members of the Company be and is hereby accorded for reclassification of the Authorized Share Capital of the Company from Rs. 50,00,00,000 (Rupees Fifty Crores) comprising of Rs. 40,00,00,000/- (Forty Crore Only) divided into 4,00,00,000 (Four Crore only) Equity Shares of Rs. 10/- (Rupees Ten Only) each and Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) preference shares of Rs. 10/- (Rupees Ten Only) each be and is hereby reclassified to Rs. 50,00,00,000 (Rupees Fifty Crores) divided into 5,00,00,000 (Five Crores) Equity shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new Clause V:

V. The Authorized Capital of the Company is Rs. 50,00,00,000 (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crores) Equity shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, any of the Directors and the Company Secretary are severally, on behalf of the Company, be and are hereby authorized to sign, execute, amend, deliver all such agreements, documents, deeds or instruments as may be required in this regard, as well as amendments or supplements thereto and to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns and/or reports in Form returns and/or reports in Form SH-7, Form MGT7, Form MGT--14 or such other document as applicable or such other document as applicable or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing

and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Board, as the case may be.

RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by any director or company secretary of the Company be furnished to such persons and be filed with the Registrar of Companies, as may be deemed necessary."

8. Revision in remuneration of Mr. Milanbhai Sureshbhai Parikh, Managing Director (DIN: 00085061) for the period from October 1, 2024 to November 30, 2026: -

To consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and resolution passed by Board of Directors of the Company at their meeting held on September 26, 2024 and pursuant to the provisions of Sections section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, and pursuant to the provisions of Articles of Association of the Company, approval of the Members be and is hereby accorded to the revision in remuneration of Mr. Milanbhai Sureshbhai Parikh, Managing Director (DIN: 00085061) from Rs. 72,00,000/- per annum to Rs. 96,00,000/- per annum, perquisites and other benefits as detailed in the explanatory statement with effect from October 1, 2024 for the remaining period viz., October 1, 2024 to November 30, 2026, as per the details given in the explanatory statement forming part of this notice.

RESOLVED FURTHER THAT save as provided in the Explanatory Statement forming part of this Notice, all other terms and conditions of appointment of Mr. Milanbhai Sureshbhai Parikh as Managing Director, as approved by the members w.e.f. December 1, 2021, by way of Resolution passed in Annual General Meeting held on November 30, 2021 shall remain unchanged.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation in the provisions of Schedule V of the Act, relating to the payment of remuneration to the managerial personnel, the Board of Directors of the Company, (including its committees thereof), subject to the recommendations of the Nomination and Remuneration Committee be and is hereby authorized to vary the remuneration, commission, perquisites and other benefits etc. within such prescribed limits.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of appointment and remuneration by seeking further consent and approval of the shareholders of the Company and any one of the Directors or the Company Secretary be and is hereby authorized to do all necessary acts, deeds and things as it may, in its absolute discretion, and to sign all such documents and writings as may be necessary to give effect to this resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs or submission of necessary documents with any

other concerned Authorities in connection with this resolution and for matters connected therewith or incidental thereto.”

9. Revision in remuneration of Ms. Vidhi Dishant Parikh, Whole-time director (DIN: 07788145) for the period from October, 1, 2024 to November 30, 2026: -

To consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and resolution passed by Board of Directors of the Company at their meeting held on September 26, 2024 and pursuant to the provisions of Sections section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, and pursuant to the provisions of Articles of Association of the Company, approval of the Members be and is hereby accorded to the revision in remuneration of Ms. Vidhi Dishant Parikh, Whole-time director (DIN: 07788145) from Rs. 36,00,000/- per annum to Rs. 72,00,000/- per annum, perquisites and other benefits as detailed in the explanatory statement with effect from October 1, 2024 for the remaining period viz., October 1, 2024 to November 30, 2026, as per the details given in the explanatory statement forming part of this notice.

RESOLVED FURTHER THAT save as provided in the Explanatory Statement forming part of this Notice, all other terms and conditions of appointment of Ms. Vidhi Dishant Parikh as Whole-time director, as approved by the members w.e.f. December 1, 2021, by way of Resolution passed in Annual General Meeting held on November 30, 2021 shall remain unchanged.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation in the provisions of Schedule V of the Act, relating to the payment of remuneration to the managerial personnel, the Board of Directors of the Company, (including its committees thereof), subject to the recommendations of the Nomination and Remuneration Committee be and is hereby authorized to vary the remuneration, commission, perquisites and other benefits etc. within such prescribed limits.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of appointment and remuneration by seeking further consent and approval of the shareholders of the Company and any one of the Directors or the Company Secretary be and is hereby authorized to do all necessary acts, deeds and things as it may, in its absolute discretion, and to sign all such documents and writings as may be necessary to give effect to this resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs or submission of necessary documents with any other concerned Authorities in connection with this resolution and for matters connected therewith or incidental thereto.

10. Revision in the payment of remuneration payable to Mrs. Anal Milan Parikh as an Executive Director (DIN: 01404198): -

To consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION:**

RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and resolution passed by Board of Directors of the Company at their meeting held on September 26, 2024 and pursuant to the provisions of Sections section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, and pursuant to the provisions of Articles of Association of the Company, approval of the Members be and is hereby accorded to the revision in remuneration of Mrs. Anal Milan Parikh, Director (DIN: 01404198) from Rs. 30,00,000/- per annum to Rs. 48,00,000/- per annum, perquisites and other benefits as detailed in the explanatory statement with effect from October 1, 2024, as per the details given in the explanatory statement forming part of this notice.

RESOLVED FURTHER THAT save as provided in the Explanatory Statement forming part of this Notice, all other terms and conditions of appointment of Mrs. Anal Milan Parikh as Executive Director, approved by the members w.e.f. September 15, 2021, by way of Resolution passed in Extra-ordinary General Meeting shall remain unchanged.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation in the provisions of Schedule V of the Act, relating to the payment of remuneration to the managerial personnel, the Board of Directors of the Company, (including its committees thereof), subject to the recommendations of the Nomination and Remuneration Committee be and is hereby authorized to vary the remuneration, commission, perquisites and other benefits etc. within such prescribed limits.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of appointment and remuneration by seeking further consent and approval of the shareholders of the Company and any one of the Directors or the Company Secretary be and is hereby authorized to do all necessary acts, deeds and things as it may, in its absolute discretion, and to sign all such documents and writings as may be necessary to give effect to this resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs or submission of necessary documents with any other concerned Authorities in connection with this resolution and for matters connected therewith or incidental thereto.

**By the order of Board of Directors
Jainam Broking Limited
SD/-
Mittal Narendrabhai Shah
Company Secretary
ACS: 57367**

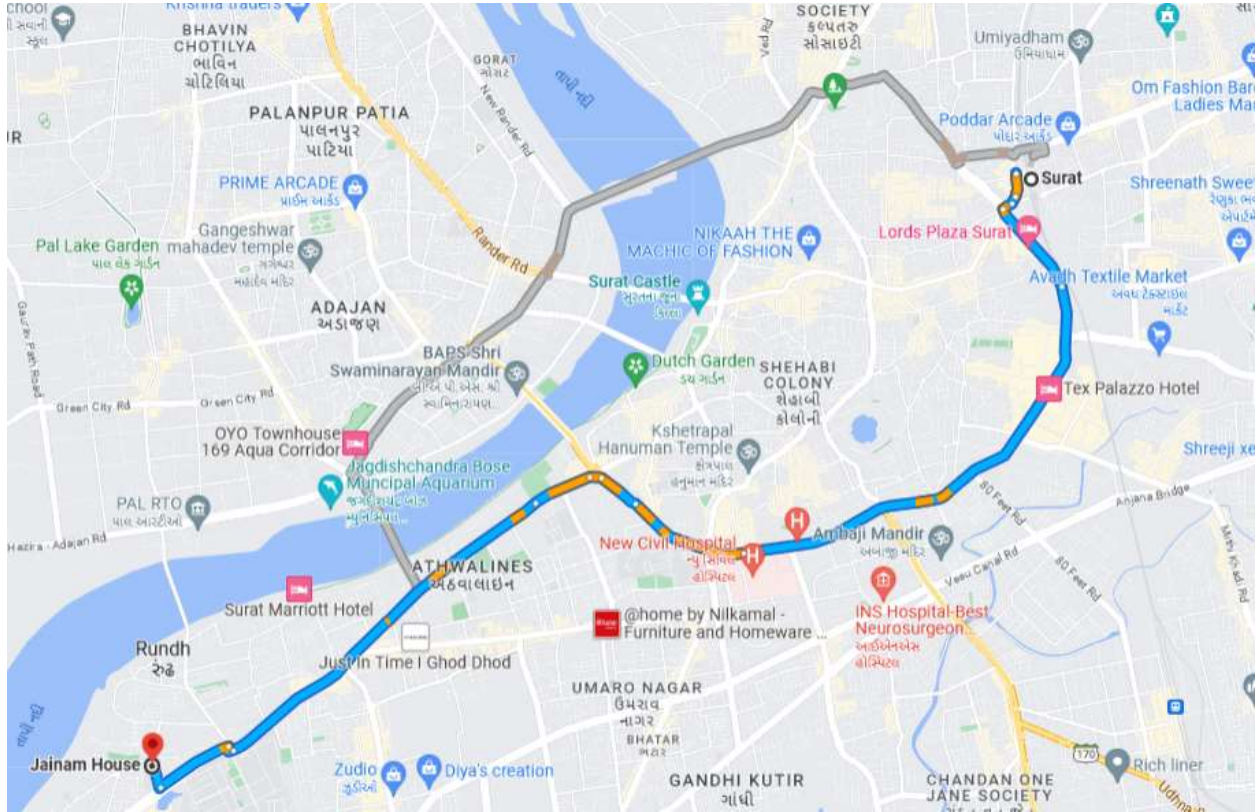
**Date: 27/09/2024
Place: Surat**

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A proxy form is attached with the Notice. The proxy form duly completed and signed, should be lodged with the Company, at its corporate office at least 48 hours before the commencement of the Meeting.
3. Pursuant to provision of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. 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 a proxy for any other person or Members. The holder of proxy shall prove his identity at the time of attending the Meeting.
4. Members/Proxies are advised to bring the enclosed Attendance Slip duly filled in for attending the meeting.
5. The Proxies should carry their identity proof i.e. a Pan Card / Aadhaar card / Passport / Driving License.
6. The Route Map of the venue of this Annual General Meeting is placed below this Notice.
7. During the period beginning 24 hours before the time fixed for the commencement of 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. All documents referred to in the notice and the explanatory statement and other statutory registers shall be available for inspection by the Members at the corporate office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m. (i.e. except Sundays and public holidays) up to the date of the Annual Meeting and at the venue during the Meeting.
8. Web-link for accessing the notice of the Annual General Meeting as per Rule 18 of Companies (Management and Administration) Rules 2014 and Secretarial Standard - 2 is as follows: <https://www.jainam.in>.
9. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2023 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.
10. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members during the AGM. All documents referred to in the Notice will also be available at the registered office inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e. September 30, 2024. Members seeking to inspect such documents can send an email to cs@jainam.in.
11. Further, those members who have not registered or desire to update their email addresses are hereby requested to send an email on Company’s mail address “ cs@jainam.in ” keeping “ mittal.shah@jainam.biz ” in CC.
12. Corporate Members pursuant to Section 113 of the Companies Act, 2013 intending to attend the Annual General Meeting through their authorized representatives, are requested to send to the Company at “cs@jainam.in” keeping “cs@jainam.in” in CC, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend the AGM.

13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 (“the Act”) and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Act will be available during the meeting for inspection by the members during the time of AGM.
14. Pursuant to the Income-tax Act, 1961, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source from such dividend at the prescribed rates. Communication providing detailed information & instructions with respect to tax on the Final Dividend for the financial year ended 31st March, 2024 is being sent separately to the Members.
15. Consent from members is obtained to conduct AGM on shorter notice.
16. Members may note that the Board, at its meeting held on 26th September, 2024 has recommended a final dividend of Rs. 2 per equity share. The record date for the purpose of final dividend for fiscal 2024 is September 27, 2024. The final dividend, once approved by the members in the ensuing AGM, will be paid as per the provisions of Companies Act, 2013, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company’s Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.

Route Map of Annual General Meeting:





EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Item No.6:

Approval for keeping Statutory documents at a place other than registered office:

Under the provisions of Section 94 of the Companies Act, 2013, the register of Members under section 88 and copies of the Annual Returns under Section 92 shall be kept at the registered office of the Company.

In terms of proviso to Section 94 (1) and Rule 5 (2) of Companies (Management and Administration) Rules, 2014, the register of Members and other Registers>Returns required to be maintained at the registered office and it may be maintained at any other place in India, where more than one-tenth of total Members reside, if so authorised by way of a special resolution. Therefore, for operational efficiency, it is proposed to keep such registers and returns at the corporate office of the company situated at Jainam House, Plot No. 42, Near Shardayatan School, Piplod, Surat, Gujarat- 395007 as provided in the first proviso to Section 94(1) of the Companies Act, 2013.

Your directors recommend the resolution at Item No. 6 for your approval by way of special resolution.

None of the Directors of the Company or their relatives, or the KMP or their relatives, are concerned or interested, financially or otherwise, in the above said resolution.

Item No.7:

Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association: -

The authorized share capital of the company is currently Rs. 50,00,00,000 (Rupees Fifty Crore only), divided into 4,00,00,000 (Four Crore) equity shares of Rs. 10 (Rupees Ten) each and 1,00,00,000 (One Crore) preference shares of Rs. 10 (Rupees Ten) each.

On August 21, 2023, the company issued 87,50,000 5% optionally convertible non-cumulative preference shares. Further, On August 1, 2024, the company redeemed all its preference shares at the request of the preference shareholder and currently, the management currently has no intention to issue any preference shares in the foreseeable future.

On September 2, 2024, the members approved a resolution to amend the clause of the Articles of Association to include provisions that grant authority to consolidate, reclassify, and subdivide the authorized capital, encompassing both equity and preference shares.

Accordingly, it is deemed appropriate to reclassify and increase the authorized share capital of the company. For this purpose, the Memorandum of Association is proposed to be altered as specified in the resolution at Item No. 7 of the accompanying notice.



Jainam Broking Limited

A draft copy of the modified Memorandum and Articles of Association will be available for inspection by the members of the company electronically during normal business hours on any working day, up to the date of the General Meeting.

None of the directors, key managerial personnel, or their respective relatives have any financial or other interest in the proposed resolution set out in Item No. 7 of this Notice of the General Meeting.

Item No.8:

Revision in remuneration of Mr. Milanbhai Sureshbhai Parikh, Managing Director (DIN: 00085061) for the period from October, 1, 2024 to November 30, 2026:

Mr. Milanbhai Sureshbhai Parikh is one of the founders and promoters of the company. He was appointed as a director on November 10, 2003, and served in this role until November 30, 2021.

With over 20 years of experience in the capital markets and financial services sector, Mr. Milanbhai Sureshbhai Parikh has played an instrumental role in driving growth by providing a range of prominent services.

The consent of the Board of Director was accorded for the appointment of Mr. Milanbhai Sureshbhai Parikh as Managing Director of the Company in their meeting held on November 25, 2021 and the same was subsequently approved by the Member in their Annual General Meeting held on November 30, 2021 effective from December 01, 2021 for a period of 5 years.

Further considering the rich experience and contribution made by Mr. Milanbhai Sureshbhai Parikh and Company's performance, the progress made and targets achieved by the Company under his leadership and as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 26/09/2024 approved revision of remuneration of Mr. Milanbhai Sureshbhai Parikh, Managing Director from FY 2024-25 with effect from October 1, 2024.

The terms of payment of managerial remuneration and perquisites, in addition to the applicable policies of the Company, are given below, subject to such revision as the Board/ Nomination & Remuneration Committee of the Board may sanction from time to time:

Particulars	Terms of remuneration
Gross Salary	8,00,000/- per month (Gross Salary includes Basic Salary, HRA, Conveyance Allowance and City Allowance)
Commission	The Commission may be payable to Mr. Milanbhai Sureshbhai Parikh shall be recommended by Nomination and Remuneration Committee based upon the performance of the Company.
Income from Associate Companies or subsidiary Companies, subject to revision by their board.	NA
Employee Stock Options	NA

Other Condition(s):

1. Reimbursement of all actual expenses or charges incurred by Mr. Milanbhai Sureshbhai Parikh for and on behalf of the Company in furtherance of its business or objectives subject to such ceiling as may be decided by the Board (including Committees).
2. Leaves will be as per the Rules of the Company, as may be amended from time to time as per the current policy.
3. Any other payments which the Board or NRC may decide to pay to the employees including other directors in such manner and for such purpose as may be decided by the Board or the NRC provided that such other payments payable to him together with salary and other emoluments or its structure shall not exceed the limits prescribed under the Companies Act, 2013.

Explanation:

1. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable.
2. The aforesaid remuneration payable to Mr. Milanbhai Sureshbhai Parikh can be revised from time to time by the Board of Directors or its Committee based on the approval of Members except the revision undertaken by considering the provisions of schedule V of the Act.
3. The remuneration is in line with the Industrial Standards for managerial personnel falling under the same cadre. Thus, the Members are requested to consider revision in remuneration of Mr. Milanbhai Sureshbhai Parikh, Managing Director.
4. No sitting fees shall be paid for attending the meeting of the Board of Director or Committee thereof.
5. Income-Tax in respect of the above remuneration shall be deducted as per the applicable Income Tax Laws / Rules.

Mr. Milanbhai Sureshbhai Parikh, satisfy all the conditions mentioned in Part I of Schedule V to the Act and also satisfy conditions mentioned under section 196(3) of the Companies Act, 2013. He is not disqualified from being appointed as Director under section 164 of the Companies Act, 2013. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions of Section 166 of the Companies Act, 2013 with regard to duties of Directors.

Pursuant to the applicable provisions of the Companies Act, 2013, and relevant rules made thereunder, consent of the members is being sought by way of Special Resolution.

Except Mr. Milanbhai Sureshbhai Parikh, none of the promoters, directors, key managerial personnel and their relatives are concerned or interested financially or otherwise, in the Resolution.

The Board and the NRC, as the case may be, may, at its discretion, fix the annual increment of MD every year, subject to the percentage limits applicable to the Senior Management based on performance.

Except for the aforesaid managerial remuneration, all other terms and conditions of his appointment as Managing Director of the Company as approved by the members of the Company shall remain unchanged.

The Board of Directors recommend passing of the Special Resolution at item no. 8 of the notice.

Item No.9:
Revision in remuneration of Mrs. Vidhi Dishant Parikh, Whole-time director (DIN: 07788145) for the period from October, 1, 2024 to November 30, 2026:

Mrs. Vidhi Dishant Parikh is one of the promoters of the company. She was appointed as a director on July 25, 2019 and served in this role until November 30, 2021.

With over 5 years of experience in the Finance and Compliance sector, Mrs. Vidhi Dishant Parikh has played an instrumental role in driving growth by providing a range of prominent services.

The consent of the Board of Director was accorded for the appointment of Ms. Vidhi Dishant Parikh as Whole-time director of the Company in their meeting held on November 25, 2021, and the same was subsequently approved by the Member in their Annual General Meeting held on November 30, 2021 effective from December 1, 2021 for a period of 5 years.

Further considering the Company's performance, the progress made and targets achieved by the Company and as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 26/09/2024 approved revision of remuneration of Ms. Vidhi Dishant Parikh, Whole-time director from FY 2024-25 with effect from October 1, 2024.

Particulars	Terms of remuneration
Gross Salary	6,00,000/- per month (Gross Salary includes Basic Salary, HRA, Conveyance Allowance and City Allowance)
Commission	The Commission may be payable to Mrs. Vidhi Dishant Parikh shall be recommended by Nomination and Remuneration Committee based upon the performance of the Company.
Income from Associate Companies or subsidiary Companies, subject to revision by their board.	NA
Employee Stock Options	NA

Other Condition(s):

1. Reimbursement of all actual expenses or charges incurred by Mrs. Vidhi Dishant Parikh for and on behalf of the Company in furtherance of its business or objectives subject to such ceiling as may be decided by the Board (including Committees).
2. Leaves will be as per the Rules of the Company, as may be amended from time to time as per the current policy.
3. Any other payments which the Board or NRC may decide to pay to the employees including other directors in such manner and for such purpose as may be decided by the Board or the NRC provided that such other payments payable to him together with salary and other emoluments or its structure shall not exceed the limits prescribed under the Companies Act, 2013.

Explanation:

1. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable.
2. The aforesaid remuneration payable to Mrs. Vidhi Dishant Parikh can be revised from time to time by the Board of Directors or its Committee based on the approval of Members except the revision undertaken by considering the provisions of schedule V of the Act.
3. The remuneration is in line with the Industrial Standards for managerial personnel falling under the same cadre. Thus, the Members are requested to consider revision in remuneration of Mrs. Vidhi Dishant Parikh, Whole Time Director.
4. No sitting fees shall be paid for attending the meeting of the Board of Director or Committee thereof.
5. Income-Tax in respect of the above remuneration shall be deducted as per the applicable Income Tax Laws / Rules.

Mrs. Vidhi Dishant Parikh, satisfy all the conditions mentioned in Part I of Schedule V to the Act and also satisfy conditions mentioned under section 196(3) of the Companies Act, 2013. She is not disqualified from being appointed as Director under section 164 of the Companies Act, 2013. The Whole-time director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions of Section 166 of the Companies Act, 2013 with regard to duties of Directors.

Pursuant to the applicable provisions of the Companies Act, 2013, and relevant rules made thereunder, consent of the members is being sought by way of Special Resolution.

Except Ms. Vidhi Dishant Parikh, none of the promoters, directors, key managerial personnel and their relatives are concerned or interested financially or otherwise, in the Resolution.

The Board and the NRC, as the case may be, may, at its discretion, fix the annual increment of WTD every year, subject to the percentage limits applicable to the Senior Management based on performance.

Except for the aforesaid managerial remuneration, all other terms and conditions of her appointment as Whole-time Director of the Company as approved by the members of the Company shall remain unchanged.

The Board of Directors recommend passing of the Special Resolution at item no. 9 of the notice.

Item No. 10:

Revision in remuneration of Mrs. Anal Milan Parikh, Director:

Mrs. Anal Milan Parikh is one of the promoters of the company. She was appointed as a director on September 15, 2021, and served in this role until November 30, 2021.

With over 6 years of experience in the Administrative sector, Mrs. Anal Milan Parikh has played an instrumental role in driving growth by providing a range of prominent services.

The consent of the Board of Director was accorded for the appointment of Ms. Anal Milan Parikh, was as Director of the Company in their meeting held on August 22, 2021, and the same was subsequently approved by the Member in their Extra-ordinary General Meeting w.e.f. September 15, 2021.

Further considering the Company's performance, the progress made and targets achieved by the Company and as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 26/09/2024 approved revision of remuneration of Mrs. Anal Milan Parikh, with effect from October 1, 2024.

Particulars	Terms of remuneration
Gross Salary	4,00,000/- per month (Gross Salary includes Basic Salary, HRA, Conveyance Allowance and City Allowance)
Commission	The Commission may be payable to Mrs. Anal Milan Parikh shall be recommended by Nomination and Remuneration Committee based upon the performance of the Company.
Income from Associate Companies or subsidiary Companies, subject to revision by their board.	NA
Employee Stock Options	NA

Other Condition(s):

1. Other perquisites - such other perquisites and allowances as per the policy / rules of the Company in force and/ or as may be approved by the Board from time to time.
2. Reimbursement of all actual expenses or charges incurred by Mrs. Anal Milan Parikh for and on behalf of the Company in furtherance of its business or objectives subject to such ceiling as may be decided by the Board (including Committees).
3. Leaves will be as per the Rules of the Company, as may be amended from time to time as per the current policy.
4. Any other payments which the Board or NRC may decide to pay to the employees including other directors in such manner and for such purpose as may be decided by the Board or the NRC provided that such other payments payable to him together with salary and other emoluments or its structure shall not exceed the limits prescribed under the Companies Act, 2013.

Explanation:

1. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable.
2. The aforesaid remuneration payable to Mrs. Anal Milan Parikh can be revised from time to time by the Board of Directors or its Committee based on the approval of Members except the revision undertaken by considering the provisions of schedule V of the Act.
3. The remuneration is in line with the Industrial Standards for managerial personnel falling under the same cadre. Thus, the Members are requested to consider revision in remuneration of Mrs. Anal Milan Parikh, Director.
4. No sitting fees shall be paid for attending the meeting of the Board of Director or Committee thereof.
5. Income-Tax in respect of the above remuneration shall be deducted as per the applicable Income Tax Laws / Rules.

Mrs. Anal Milan Parikh, satisfy all the conditions mentioned in Part I of Schedule V to the Act and also satisfy conditions mentioned under section 196(3) of the Companies Act, 2013. She is not disqualified from being appointed as Director under section 164 of the Companies Act, 2013. The Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions of Section 166 of the Companies Act, 2013 with regard to duties of Directors.



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Pursuant to the applicable provisions of the Companies Act, 2013, and relevant rules made thereunder, consent of the members is being sought by way of Special Resolution.

Except Mrs. Anal Milan Parikh, none of the promoters, directors, key managerial personnel and their relatives are concerned or interested financially or otherwise, in the Resolution.

The Board and the NRC, as the case may be, may, at its discretion, fix the annual increment of Director every year, subject to the percentage limits applicable to the Senior Management based on performance.

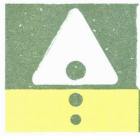
Except for the aforesaid managerial remuneration, all other terms and conditions of her appointment as Director of the Company as approved by the members of the Company shall remain unchanged.

The Board of Directors recommend passing of the Special Resolution at item no. 10 of the notice.

Additional information required to be given as per the provision contained in Schedule V of the Companies Act, 2013 are given hereunder:

I. General information:				
(1)	Nature of industry	Broking Industry		
(2)	Date or expected date of commencement of Business	The Company is in operation since 2003		
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA		
(4)	Financial performance based on given indicators	Particulars	Amount (In Lakhs) 2023-24	Amount (In Lakhs) 2022-23
		Revenue from Operation/Turnover	2,54,267.32	55,342.52
		Other Income	3,131.43	75.86
		Less: Expenses during the year but excluding depreciation	2,05,112.90	22,293.35
		Profit / (Loss) before tax and depreciation	52,287.33	22,671.95
		Less: Depreciation	418.73	189.30
		Profit/(Loss) before tax Exceptional Items	51,867.12	22,482.65
		Less: Exceptional Items	(1.48)	--
		Profit/(Loss) before tax	51,868.60	22,482.65
		Less: Provision of Income tax including deferred tax and prior period expense	13,034.56	5,718.53
		Profit/(Loss) after tax	38,834.04	16,764.12
		Other Comprehensive Income	63.37	1.38
		Total Comprehensive Income for the year	38,897.41	16,765.49
(5)	Foreign investments or collaborations, if any.	None at the moment		

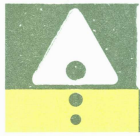
II. Information about the Directors:				
Sr. No	Name and Designation of the Director	Mr. Milanbhai Sureshbhai Parikh (DIN: 00085061) , Managing Director	Mrs. Vidhi Dishant Parikh (DIN: 07788145) , Whole-time director	Mrs. Anal Milan Parikh (DIN: 01404198) , Director
(1)	Background details	He, aged 58, is one of the founding members and promoter of Jainam Broking Limited. He joined the Company in the year 2003. He has over 21 years of experience in the Broking industry.	She, aged 31, is Chartered Accountant and she is one of the promoters of Jainam Broking Limited. She joined the Company in the year 2019. She has over 05 years of experience in the Broking industry.	She, aged 53, is Diploma in Commercial Practice. She is one of the promoter of Jainam Broking Limited. she is philanthropist and associate with social work and CSR activities. She joined the Company in the year 2021. She has over 6 years of experience in administrative Department in the Broking industry.
(2)	Past remuneration	The approved remuneration was 72,00,000/-	The approved remuneration was 36,00,000/-	The approved remuneration was 30,00,000/-
(3)	Recognition or awards	The Company has received various awards and recognition during his tenure as a Managing Director of the Company.	The Company has received various awards and recognition during her tenure as a Wholetime Director of the Company.	The Company has received various awards and recognition during her tenure as a Director of the Company.
(4)	Job profile and his/her suitability	He is highly experienced and is responsible for, among others, business development, R&D,	She is highly experienced and is responsible for, among others, business development, Finance	She is highly experienced and is responsible for administration. She shall perform

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		<p>IT and overall supervision and Control of affairs of the business.</p> <p>He shall perform and discharge all such duties and responsibilities as may from time to time be assigned and entrusted to him by the Board. He is also member of Audit Committee.</p>	<p>and overall supervision and Control of affairs of the business.</p> <p>She shall perform and discharge all such duties and responsibilities as may from time to time be assigned and entrusted to her by the Board.</p> <p>She is also member of Corporate Social Responsibility Committee.</p>	<p>and discharge all such duties and responsibilities as may from time to time be assigned and entrusted to her by the Board.</p> <p>She is also member of Corporate Social Responsibility Committee.</p>
(5)	Remuneration proposed	<p>The revised remuneration is Rs. 96,00,000/- (Rupees Ninety Six Lakhs only) including Basic Pay of Rs. 52,80,000/-, HRA Rs. 21,12,000/-, Conveyance Rs. 5,28,000/- and Rs. 16,80,000/- towards City Allowance.</p>	<p>The revised remuneration is Rs. 72,00,000/- (Rupees Seventy Two Lakhs only) including Basic Pay of Rs. 39,60,000/-, HRA Rs. 15,84,000/-, Conveyance Rs. 3,96,000/- and Rs. 12,60,000/- towards City Allowance.</p>	<p>The revised remuneration is Rs. 48,00,000/- (Rupees Forty Eight Lakhs only) including Basic Pay of Rs. 26,40,000/-, HRA Rs. 10,56,000/-, Conveyance Rs. 2,64,000/- and Rs. 8,40,000/- towards City Allowance.</p>
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>Looking to the size of the Company, the profile of the Managing Director, the responsibilities shouldered by him, the above said remuneration is commensurate with the remuneration package paid to similar senior level appointees in other Companies. The current</p>	<p>Looking to the size of the Company, the profile of the Whole Time Director, the responsibilities shouldered by her, the above said remuneration is commensurate with the remuneration package paid to similar senior level appointees in other Companies. The current remuneration</p>	<p>Looking to the size of the Company, the profile of the Director, the responsibilities shouldered by her, the above said remuneration is commensurate with the remuneration package paid to similar senior level appointees in other Companies. The current</p>

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		remuneration being paid to the Managing Director (looking at the profile of the position and person) is equal or lower than the remuneration being paid by the companies' having comparable size in the industry in which the Company operates.	being paid to the Whole Time Director (looking at the profile of the position and person) is equal or lower than the remuneration being paid by the companies' having comparable size in the industry in which the Company operates.	remuneration being paid to the Director (looking at the profile of the position and person) is equal or lower than the remuneration being paid by the companies' having comparable size in the industry in which the Company operates.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Besides the remuneration proposed, he also holds 2585100 equity shares of the Company. Other than this the Managing Director does not have any other pecuniary relationship with the Company.	Besides the remuneration proposed, She also holds 100800 equity shares of the Company. Other than this the Wholetime Director does not have any other pecuniary relationship with the Company.	Besides the remuneration proposed, She also holds 243600 equity shares of the Company. Other than this the Director does not have any other pecuniary relationship with the Company.
III. Other information:				
(1)	Reasons of loss or inadequate profits	The Company does not envisage any loss or inadequate profits. However, global economic fluctuations, Higher Volatility, Lower Liquidity, Wider Spreads, Risk-reducing orders, global banks failure, inflation, geopolitical scenario, unforeseen market shifts, hike in the interest rate, rising operating cost and challenging business environment may affect the profitability of the Company in future. All the three Directors are putting their best efforts for the growth of the Company and therefore the proposed remuneration will justify their contribution in the performance and growth of the Company. Hence, the Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as above.		
(2)	Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansion, diversification, cost reduction which are in the best interest of the company. Though, the Higher Volatility, Lower Liquidity, Wider Spreads, Risk-reducing orders, are influenced		

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		by external factors, the Company is making all possible efforts to improve the margins.
(3)	Expected increase in productivity and profits in measurable terms	The Company is very conscious about improvement in profitability and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to estimate profits in measurable terms.

**By the order of the Board
Jainam Broking Limited**

SD/-

Date: 27/09/2024

Place: Surat

**Mittal Narendrabhai Shah
Company Secretary
ACS: 57367**

ANNEXURE TO NOTICE:
DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING:

Pursuant to Secretarial Standard 2 issued by the Institute of Companies Secretaries of India

Name of Director	Mrs. Anal Milan Parikh
Category	Director
DIN	01404198
Date of Birth	27/12/1971
Age	52
Qualification	Diploma in Commercial Practice
Date of First Appointment on the Board	15/09/2021
Expertise in specific functional areas	Having more than 7 years of Experience in Administration
Terms and Conditions of Appointment/Reappointment	As per the resolution at item No. 5 of the notice convening this meeting, Mrs. Anal Milan Parikh is liable to retire by rotation at the meeting and eligible for re-appointment
Remuneration last drawn	Rs. 30,00,000 p.a.
Remuneration proposed	Rs. 48,00,000 p.a.
Relationship with Directors/Key managerial Personnel	Mrs. Anal Parikh is wife of Mr. Milanbhai Sureshbhai Parikh and Mother of Mr. Dishant Parikh and Mother in law of Mrs. Vidhi Dishant Parikh.
List of Companies in which directorship is held as on 31st March, 2024	1. Jainam Broking Limited 2. Jainam IFSC Mavens Private Limited 3. Jainam Fincap Private Limited
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NIL
No. of Meetings of the Board Attended during the year	20 Board Meetings out of 21 Board Meetings
No. of Shares held	2,43,600 Equity Shares
Membership/ Chairmanship of Committees of other Boards	Member of Corporate Social Responsibility Committee



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]

TWENTIETH ANNUAL GENERAL MEETING OF JAINAM BROKING LIMITED TO BE HELD ON MONDAY, 30TH SEPTEMBER, 2024 AT 11:00 AM AT THE CORPORATE OFFICE OF THE COMPANY

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

I /We, being the member(s), holding _____ 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
- (3) Name: _____ Address: _____
E-mail ID: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting for the year 2023-24 of the Company, to be held on Saturday, 30th September, 2024 at 11:00 a.m. at the Corporate office of the company at any adjournment thereof in respect of such resolutions as are indicated below. (Mentioned in detail in AGM Notice):

I wish my above Proxy to vote in the manner as indicated in the box below:

Signed this _____ day of _____ 2024

Member's Folio No. _____

Signature of shareholder(s) _____

Signature of proxy holder(s) _____

Affix Revenue
Stamp.

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the corporate office of the company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Please complete all details including details of member(s) in above box before submission.



ATTENDANCE SLIP

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

Name of Member(s):	
Address of Shareholder	

Folio No.		DP ID	
No. of Shares		Client ID	

I hereby certify that I am a registered Member/ beneficial member / proxy for the registered member of the Company.

I hereby record my presence at the 21st Annual General Meeting of the Company held on Monday, 30th September, 2024 at 11:00 AM at the corporate office of the Company at Jainam House, Plot No. 42, Near Shardayatan School, Piplod, Surat 395007, Surat.

(Signature of Shareholder/ Proxy)

Note:

1. Please fill this attendance slip and hand it over at the entrance of the Meeting Hall.
2. Members signature should be in accordance with the specimen signature in the Register of Members of the Company.
3. Members are requested to bring their copy of the Annual Report and this Attendance Slip at the Annual General Meeting of the Company.