

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF JAINAM BROKING LIMITED WILL BE HELD ON TUESDAY, 16TH SEPTEMBER, 2025 AT 12.00 P.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 BUSINESSES:

ORDINARY BUSINESSES:

1. **To consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2025, the reports of the Board of Directors and Auditors thereon:**

To receive, consider and adopt the Standalone Audited Balance Sheet as at March 31, 2025, Profit and Loss Account and Cash Flow Statement of the Company for the year ended March 31, 2025, 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, 2025, 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, 2025, the reports of the Auditors thereon:**

To receive, consider and adopt the Consolidated Audited Balance Sheet as at March 31, 2025 and Profit and Loss Account of the Company for the year ended March 31, 2025, 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, 2025, 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, 2025:**

To declare final dividend of Rs. 0.40/- (20%) per equity share of face value of Rs. 2/- each, for the financial year ended March 31, 2025; 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. 0.40/- (20%) per equity share of Rs.2/- each for the financial year 2024-25, 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 Mr. Milan Suresh Parikh (DIN:00085061) as a Director liable to retire by rotation:**

To appoint a director in place of Mr. Milan Suresh Parikh (DIN: 00085061) who retires by rotation and being eligible offers himself for re-appointment. Details of the him marked as Annexure I.

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, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of members of the Company be, and is hereby accorded to re-appoint Mr. Milan Suresh Parikh (DIN: 00085061) as a Director, to the extent that he is required to retire by rotation.

RESOLVED FURTHER THAT any director 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.”

SPECIAL BUSINESS:

5. **Regularization of Mrs. Meenakshi Atmanand Prakash Bhatnagar (DIN: 11087775) as Non-Executive Independent Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee, the consent of the members be and is hereby accorded for the appointment of Mrs. Meenakshi Atmanand Prakash Bhatnagar (DIN: 11087775), who was

appointed as an Additional Non-Executive Independent Director of the Company with effect from June 20, 2025, in accordance with Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, and who has submitted a declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act, as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years, i.e., from June 20, 2025 to June 19, 2030 (both days inclusive).

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms to be filed with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Date: 10/09/2025
Place: Surat

By the order of Board of Directors of
Jainam Broking Limited



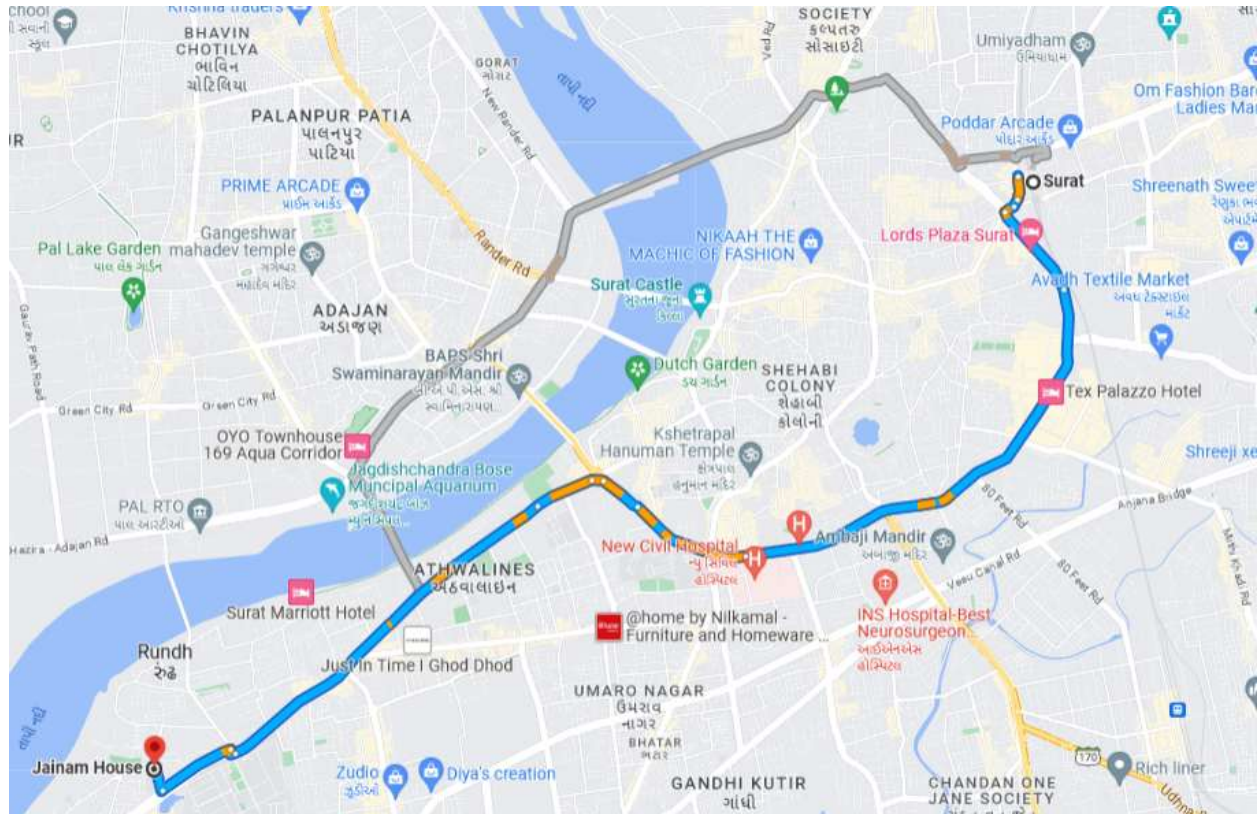
Kinjal Prince Gandhi
Company Secretary
and Compliance officer
ACS: 56933

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. An Explanatory statement pursuant to Section 102 of the Act, relating to Special Business to be transacted at the AGM, requiring such statement is annexed hereto.
7. The Route Map of the venue of this Annual General Meeting is placed below this Notice.
8. 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.
9. 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>.
10. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts FY 2024-25 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.
11. 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 16, 2025. Members seeking to inspect such documents can send an email to cs@jainam.in.

12. 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".
13. 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", 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.
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.
15. Members may note that the Board, at its meeting held on 09th September, 2025 has recommended a final dividend of Rs. 0.4 per equity share. The record date for the purpose of final dividend for Financial Year 2025 is September 12, 2025. 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 OF THE COMPANIES ACT, 2013:

Item No.5: Regularization of Mrs. Meenakshi Atmanand Prakash Bhatnagar (DIN: 11087775) as Non-Executive Independent Director of the Company

Pursuant to the provisions of Sections 149, 150, 152, 161, and Schedule IV of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (as amended), and other applicable provisions read with rules made thereunder, Mrs. Meenakshi Atmanand Prakash Bhatnagar (DIN: 11087775) was appointed as an Additional Non-Executive Independent Director of the Company with effect from June 20, 2025, based on the recommendation of the Nomination and Remuneration Committee.

In accordance with Section 161 of the Act, the tenure of an Additional Director is valid until the date of the next Annual General Meeting (AGM). Also, she has submitted a declaration confirming that she meets the criteria for independence as prescribed under Section 149(6) of the Companies Act, 2013. Therefore, she is eligible to be appointed as a Non-Executive Independent Director for a term of up to five consecutive years.

Accordingly, the Board proposes the regularization of Mrs. Meenakshi Atmanand Prakash Bhatnagar as a Non-Executive Independent Director of the Company for a term of five years, subject to the approval of the members at the ensuing AGM.

A brief profile of Mrs. Bhatnagar, including her qualifications and relevant expertise, is provided in **Annexure-II** of this notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board of Directors recommends the resolution for approval of the members as an Ordinary Resolution.

By the order of Board of Directors of
Jainam Broking Limited



Kinjal Prince Gandhi
Company Secretary and
Compliance officer
ACS: 56933

Date: 10/09/2025

Place: Surat

ANNEXURE TO NOTICE:**ANNEXURE I****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 | Mr. Milan Suresh Parikh |
| Category | Chairman and Managing Director |
| DIN | 00085061 |
| Date of Birth | 20/06/1966 |
| Age | 59 |
| Qualification | HSC |
| Date of First Appointment on the Board | 10/11/2003 |
| Expertise in specific functional areas | Having more than 27 years of Experience in Broking Industry. |
| Terms and Conditions of Appointment/Reappointment | As per the resolution at item No. 4 of the notice convening this meeting, Mr. Milan Suresh Parikh is liable to retire by rotation at the meeting and eligible for re-appointment |
| Remuneration last drawn | 8.40 million per Year |
| Remuneration proposed | There shall be no change in remuneration as he is liable to retire by rotation (8.40 million per Year) |
| Relationship with Directors/Key managerial Personnel | Mr. Milan Sureshbhai Parikh is Husband of Mrs. Anal Parikh and Father in law of Mrs. Vidhi Dishant Parikh. |
| List of Companies in which directorship is held as on 31st March, 2025 | 1. Jainam Broking Limited 2. Jainam IFSC Mavens Private Limited 3. SVN Foundation |
| 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 | In FY 2024-25, he attended all 17 Board Meetings held during the year. In FY 2025-26, he has attended 6 out of 6 Board Meetings held as of the date of this notice. |
| No. of Shares held | 12925500 Equity Shares |
| Membership/ Chairmanship of Committees of other Boards | Member of Audit Committee and Chairperson in Risk Management Committee |

ANNEXURE II**DETAILS OF DIRECTOR SEEKING REGULARISATION AT THE ENSUING ANNUAL GENERAL MEETING**

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

| | |
|---|--|
| Name of Director | Mrs. Meenakshi Atmanand Prakash Bhatnagar |
| Category | Additional Non-Executive Independent Director |
| DIN | 11087775 |
| Date of Birth | 02/10/1966 |
| Age | 58 |
| Qualification | Graduation in psychology Hons. |
| Date of First Appointment on the Board | 20/06/2025 |
| Expertise in specific functional areas | She is having more than 7 years of Experience in education and teaching sector. She has passed the bachelor's in arts (honours) part II examination from University of Rajasthan, India. She has been awarded the status of "National Trainer of JCI India" by JCI India. She has graduated through Nalanda's "Lead the Change" programme conducted by JCI India. She is certified by the Gujarat Knowledge Society as a teacher in advanced communication skills. She is also qualified as a master trainer under the Intel Teach to the Future Program. She is also a Founder of Kala Training and Development Company, she is a member of the Indian Society for Training and Development, New Delhi. She also conducts various training programmes in leadership and communication skills. |
| Terms and Conditions of Appointment/Reappointment | As per the resolution and explanatory statement as set out in the Notice. |
| Relationship with Directors/Key managerial Personnel | Mrs. Meenakshi Atmanand Prakash Bhatnagar is not related to any Directors/Key managerial Personnel |
| List of Companies in which directorship is held as on 31st March, 2025 | NIL |
| 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 | In FY 2024-25, she was not a member of the Board of Directors of the Company. She was subsequently appointed as an Additional Independent Director with effect from June 20, 2025 and has attended 2 out of 3 Board Meeting held as on the date of this notice. |
| No. of Shares held | NIL |
| Membership/ Chairmanship of Committees of other Boards | Member in Nomination and Remuneration Committee and Stakeholders Relationship 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]

**TWENTY SECOND ANNUAL GENERAL MEETING OF JAINAM BROKING LIMITED TO BE HELD ON
SEPTEMBER, 16TH SEPTEMBER, 2025 AT 12:00 PM 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 22nd Annual General Meeting for the year 2024-25 of the Company, to be held on Tuesday, 16th September, 2025 at 12:00 p.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 _____ 2025

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 22nd Annual General Meeting of the Company held on Monday, 16th September, 2025 at 12:00 PM 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.

CONSENT LETTER

(Pursuant to provisions of Section 101(1) and 96 of The Companies Act, 2013)

To,

The Board of Director

M/s. Jainam Broking Limited

Registered Office: P03-02C, P03-02D & P03-02E, 3rd Floor, WTC Tower (51A),
Road 5E, Block 51, Zone 5, DTA, Gift City Gandhinagar – 382 050, Gujarat, India.

Corporate Office: Jainam House, Plot No. 42, Near Shardayatan School,
Piplod, Surat - 395007, Gujarat, India

Subject: Consent to hold Annual General Meeting at shorter notice on Tuesday, 16/09/2025 at 12:00 P.M.

I/We/M/s,, resident of /situated
at.....
holding..... number of Equity Shares in the Company, in my name/joint name,
hereby give consent;

1. Pursuant to provisions of Section 101(1) of the Companies Act, 2013 to hold Annual General Meeting of the Company to be held on Tuesday 16th September, 2025 at Corporate Office situated at Jainam House, Plot No. 42, Near Shardayatan School, Piplod, Surat - 395007, Gujarat, India at 12:00 P.M. at shorter notice.

2. Pursuant to the section 96 of the Companies Act, 2013, to hold Annual General Meeting of the Company at any place in India other than registered office.

Signature of the Member

Date:

Place: