Jainam

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY-THIRD (23RD) ANNUAL GENERAL MEETING ('MEETING OR AGM') OF THE MEMBERS OF JAINAM BROKING LIMITED ('THE COMPANY') WILL BE HELD ON WEDNESDAY, 30TH SEPTEMBER, 2026, AT 11:00 A.M. INDIAN STANDARD TIME ("IST"), THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESSES:

1. **TO CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING AS AN ORDINARY RESOLUTION:**

   "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 comprising of the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss Account and the Cash Flow Statement of the Company for the financial year ended March 31, 2026, together with the Notes forming part thereof and the Board's Report and Auditors' Report as laid before the meeting be and are received, considered and adopted."

2. **TO CONSIDER AND ADOPT THE AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 TOGETHER WITH THE REPORTS OF THE AUDITORS THEREON AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

   "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 comprising of the Balance Sheet as at March 31, 2026 and the Statement of Profit and Loss Account and the Cash Flow Statement of the Company for the financial year ended March 31, 2026, together with the Notes forming part thereof and the Auditors' Report as laid before the meeting be and are received, considered and adopted."

3. **TO DECLARE AND APPROVE FINAL DIVIDEND ON EQUITY SHARES OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026 AND, IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S) THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

   "**RESOLVED THAT** final dividend at the rate of Rs. 0.40/- (Forty Paise Only) per equity share of Rs. 2/- (Rupees Two Only) each for the financial year ended March 31, 2026, as recommended by the Board of Directors, be and is hereby approved, declared and shall be paid to those Members/Beneficial Owners of the Company whose names appear in the records of the Depositories, as on the record date."

4. **TO APPROVE REAPPOINTMENT OF MRS. VIDHI DISHANT PARIKH, AS A DIRECTOR (DIN: 07788145) WHO RETIRES BY ROTATION AND IN THIS REGARD, 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 Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Vidhi Dishant Parikh, Director (DIN: 07788145) who retires by rotation and being eligible, offers herself for re-appointment at Annual General Meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESSES:

5. **TO APPROVE THE BORROWING LIMITS OF THE COMPANY PURSUANT TO THE PROVISIONS OF SECTION 180(1)(c) OF THE COMPANIES ACT, 2013 AND IN THIS REGARD, 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 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, read in accordance with the Memorandum and read with the Articles of Association of the Company, and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to borrow, from time to time, such sum or sums of money as may be required for the purposes of the business of the Company, from any one or more banks, financial institutions, foreign lenders, bodies corporates, entities, authorities or other persons, whether in

Indian Rupees or in such foreign currency as may be permitted under applicable laws, on such terms and conditions as the Board may deem fit and expedient, for an aggregate amount not exceeding Rs. 15,000/- Crore (Rupees Fifteen Thousand Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any, (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves as per the annual audited financial statements, excluding temporary loans obtained from the Company's bankers in the ordinary course of business.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred upon it by this resolution to any Committee of the Board, Director(s), Key Managerial Personnel or authorised officer(s) of the Company and/or to appoint such bankers, financial advisors, legal advisors, advocates, consultants or other professionals as may be considered necessary or expedient in connection with the proposed borrowings.

RESOLVED FURTHER THAT the Board and/or any person(s) authorised by it be and are hereby authorised to negotiate, finalise and execute all agreements, deeds, documents, applications and writings, obtain all necessary statutory, regulatory, contractual and other approvals, file necessary forms and returns with the Registrar of Companies and other authorities, and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and the borrowings contemplated herein.

RESOLVED FURTHER THAT all acts, deeds, matters and things done or caused to be done by the Board of Directors or Committee of the Board or any person authorised by the Board in connection with the aforesaid resolution be and are hereby approved, ratified and confirmed in all respects."

6. TO APPROVE CREATION OF CHARGES ON THE ASSETS AND/OR UNDERTAKINGS OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013 AND IN THIS REGARD, 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 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, read in accordance with the Memorandum and read with the Articles of Association of the Company, and such other applicable laws and regulations and subject to the permissions, approvals, consents and sanctions as may be necessary to be obtained from appropriate authorities, to the extent applicable and wherever necessary consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof duly authorised by the Board) to create, modify or otherwise alter, from time to time, mortgages, hypothecations, pledges or other charges on all or any of the movable and/or immovable properties of the Company, both present and future, and on the whole or any part of the undertaking(s) of the Company, in such manner as the Board may deem fit and expedient, in favour of any one or more banks, financial institutions, foreign lenders, bodies corporate, entities, authorities or other persons, for securing the borrowings, loans, debentures, bonds or other financial instruments raised or to be raised by the Company, whether in Indian Rupees or in foreign currency (hereinafter collectively referred to as the "Loans"), together with interest, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or redemption, costs, charges, expenses and all other monies payable by the Company in respect of such Loans, provided that the total amount secured by such mortgages, hypothecations, pledges or other charges shall not exceed Rs. 15,000/- Crore (Rupees Fifteen Thousand Crore Only)."

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred upon it by this resolution to any Committee of the Board, Director(s), Key Managerial Personnel or authorised officer(s) of the Company and/or to appoint such bankers, financial advisors, legal advisors, advocates, consultants or other professionals as may be considered necessary or expedient in connection with the proposed borrowings.

RESOLVED FURTHER THAT the Board and/or any person(s) authorised by it be and are hereby authorised to negotiate, finalise and execute all agreements, deeds, documents, applications and writings, obtain all necessary statutory, regulatory, contractual and other approvals, file necessary forms and returns with the Registrar of Companies and other authorities, and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and the borrowings contemplated herein.

RESOLVED FURTHER THAT all acts, deeds, matters and things done or caused to be done by the Board of Directors or Committee of the Board or any person authorised by the Board in connection with the aforesaid resolution be and are hereby approved, ratified and confirmed in all respects."

7. TO APPROVE LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013 AND IN THIS REGARD, 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 185 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), and subject to such approvals, consents and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall include any Committee thereof duly authorised by the Board) to advance any loan, including any loan represented by a book debt, or give any guarantee or provide any security, in one or more tranches, in connection with any loan by any person in which any director is interested or deemed to be interested i.e. (a) any private company of which any such director is a director or member, (b) any body corporate at a general meeting of which not less than twenty-five percent of the total voting power may be exercised or controlled by any such director, or by two or more such directors, together; or (c) any body corporate, the Board of directors, managing director or manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any director or directors, of the lending company up to an aggregate sum of Rs. 15,000/- Crore (Rupees Fifteen Thousand Crore Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred upon it by this resolution to any Committee of the Board, Director(s), Key Managerial Personnel or authorised officer(s) of the Company and to negotiate, finalise, execute all agreements, deeds, documents, applications and writings, obtain all necessary statutory, regulatory, contractual and other approvals, file necessary forms and returns with the Registrar of Companies and other authorities, and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

8. TO GIVE LOANS OR MAKE INVESTMENT(S) OR PROVIDE SECURITY AND GUARANTEE IN EXCESS OF THE PRESCRIBED LIMITS UNDER SECTION 186 OF COMPANIES ACT, 2013 AND IN THIS REGARD, 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 186 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof constituted or to be constituted to exercise its powers, including the powers conferred by this Resolution), to, from time to time, in one or more tranches**:**

(a) Give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate;
(b) Make investment and acquire by way of subscription, purchase or otherwise securities of any other body corporate by cash or swap of shares or other mode or any combination thereof;

notwithstanding that the aggregate of the loans, guarantees, securities and investments so far made or proposed to be made, together with the existing loans, guarantees, securities and investments, may exceed the limits prescribed under Section 186 of the Act, provided that the aggregate outstanding amount of all such loans, guarantees, securities and investments shall not, at any time, exceed Rs. 15,000/- Crore (Rupees Fifteen Thousand Crore Only);

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms and conditions of such loans, guarantees, securities and investments, including the rate of interest, tenure, security, purpose and all other matters incidental thereto, as it may deem fit and expedient in the interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred upon it by this resolution to any Committee of the Board, Director(s), Key Managerial Personnel or authorised officer(s) of the Company and to negotiate, finalise, execute all agreements, deeds, documents, applications and writings, obtain all necessary statutory, regulatory, contractual and other approvals, file necessary forms and returns with the Registrar of Companies and other authorities, and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

9. TO ALTER THE ARTICLES OF ASSOCIATION OF THE COMPANY AND 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 14 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals, consents, permissions and sanctions as may be necessary from the Registrar of Companies and/or any other competent authority, the consent of the Members of the Company be and is hereby accorded to alter and amend the existing Articles of Association of the Company ("Articles" or "AoA") in the manner set out below:

1. Deletion of the definition of "Seal"

The definition of the term "Seal" appearing under the heading "INTERPRETATION" of the Articles, presently contained in Article 6(z), be and is hereby deleted in its entirety.

Accordingly, Article 6(z), which reads as under:

"6(z) 'Seal' means the Common Seal of the Company."

shall stand deleted from the Articles**.**

2. Deletion of the first proviso to Article 2(i)

The first proviso appearing under Article 2(i) of the Articles, which reads as under:

"PROVIDED THAT in case the company has a common seal it shall be affixed in the presence of persons required to sign the certificate."

be and is hereby deleted in its entirety.

RESOLVED FURTHER THAT upon the aforesaid alterations becoming effective, the Articles of Association of the Company shall stand amended accordingly.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient, desirable or incidental for giving effect to this resolution, including making necessary applications, submissions and filings with the Registrar of Companies and/or any other statutory, regulatory or governmental authority, and to make such modifications, alterations, corrections or amendments as may be required by any such authority, and to settle any question, difficulty or doubt that may arise in connection with the aforesaid alteration of the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the aforesaid powers to any Director(s), Key Managerial Personnel or authorised officer(s) of the Company, as may be deemed appropriate, for giving effect to this resolution."

10. TO APPROVE THE INSERTION OF A NEW SUB-CLAUSE NO. 6 UNDER CLAUSE III(A) – MAIN OBJECTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTIONS AS A SPECIAL RESOLUTION:

"**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents and permissions as may be required, the consent of the Members of the Company be and is hereby accorded for insertion of a new sub clause no. 6 under Clause III(A) – "The objects to be pursued by the company on its incorporation are:-" of the Memorandum of Association of the Company, without altering or deleting any of the existing main objects, as set out below:

6. To act as a sponsor, trustee company and asset management company or investment manager for various asset management, mutual funds, offshore mutual funds, pooled investment vehicles, including domestic alternative investment funds, portfolio management and offshore investment funds; the Sponsor company will promote or incorporate companies or entities to engage in asset management, mutual funds, and offshore mutual funds.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, applications and writings as may be necessary, proper, expedient or desirable for giving effect to this resolution, including filing the necessary E-forms and documents with the Registrar of Companies and other statutory or regulatory authorities.”

11. **TO APPROVE THE RE-APPOINTMENT OF MR. MILAN SURESH PARIKH AS THE MANAGING DIRECTOR OF THE COMPANY FOR FURTHER TERM OF FIVE (5) YEARS AND THE TERMS AND CONDITIONS OF HIS RE-APPOINTMENT AND IN THIS REGARD, 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 Sections 196, 197, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force, other statutory or regulatory approvals, consents and permissions as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Milan Suresh Parikh (DIN: 00085061), as Managing Director (designated as Managing Director and Chairman) of the Company, liable to retire by rotation, for a period of five (5) consecutive years, commencing from 1st December, 2026 and ending on 30th November, 2031, on the terms and conditions, including remuneration as set out in the explanatory statement**.**

RESOLVED FURTHER THAT in the event the Company has no profits or its profits are inadequate during any financial year during the tenure of his re-appointment, Mr. Milan Suresh Parikh shall be entitled to receive the remuneration, perquisites, allowances and other benefits as set out in the Explanatory Statement as minimum remuneration, subject to the applicable provisions and limits prescribed under Section 197 read with Schedule V to the Act and the rules made thereunder, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter, revise or modify the terms and conditions of the appointment of Mr. Milan Suresh Parikh, including remuneration, from time to time, provided that such variation or revision is within the overall limits approved by the Members and in accordance with the provisions of the Act, Schedule V thereto and other applicable provisions of law, as amended from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents as may be necessary or expedient to give effect to this Resolution."

12. TO APPROVE THE RE-APPOINTMENT OF MRS. VIDHI DISHANT PARIKH AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR FURTHER TERM OF FIVE (5) YEARS AND THE TERMS AND CONDITIONS OF HER RE-APPOINTMENT AND IN THIS REGARD, 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 Sections 196, 197, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force, other statutory or regulatory approvals, consents and permissions as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, the consent of the Members of the Company be and is hereby accorded for re-appointment of Mrs. Vidhi Dishant Parikh (DIN: 07788145) as the Whole-time Director (designated as Whole-time Director and CFO) of the Company, liable to retire by rotation, for a period of five (5) consecutive years, commencing from 1st December, 2026 and ending on 30th November, 2031, on the terms and conditions, including remuneration as set out in the explanatory statement**.**

RESOLVED FURTHER THAT in the event the Company has no profits or its profits are inadequate during any financial year during the tenure of her re-appointment, Mrs. Vidhi Dishant Parikh shall be entitled to receive the remuneration, perquisites, allowances and other benefits as set out in the Explanatory Statement as minimum remuneration, subject to the applicable provisions and limits prescribed under Section 197 read with Schedule V to the Act and the rules made thereunder, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary, alter, revise or modify the terms and conditions of the appointment of Mrs. Vidhi Dishant Parikh, including remuneration, from time to time, provided that such variation or revision is within the overall limits approved by the Members and in accordance with the provisions of the Act, Schedule V thereto and other applicable provisions of law, as amended from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such documents as may be necessary or expedient to give effect to this Resolution.

By the order of Board of Directors of
Jainam Broking Limited

Sd/-
Kinjal Prince Gandhi
Company Secretary and Compliance officer
ACS: 56933

Date: 07/09/2026
Place: Surat

Notes:

1. The Notice of Annual General Meeting was approved by the Board of Directors at its meeting held on 11th August, 2026.
2. Pursuant to General Circular No. 03/2025 dated 22nd September, 2025 read with its preceding Circulars issued in May, 2020 & May, 2022, December, 2022, September, 2023 and September, 2024 (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and in compliance with the provisions of Listing Regulations, 2015 the 23rd Annual General Meeting ("AGM") of the Company is being held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
3. Members will be provided with a facility of electronic voting (e-voting) and for attending the AGM through VC/OAVM by the MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited) e-Voting system
4. Since this AGM is being held through VC/OAVM the physical attendance of members is dispensed with. Accordingly, the facility of appointment of proxies by members will not be available for this meeting. Hence, the proxy form, attendance slip and route map of AGM venue are not annexed to this notice.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the companies Act, 2013.
6. The Board of Directors of the Company has appointed Mr. Hardip Panseriya (ACS 73842, CP 28440), Proprietor of M/s. H D Panseriya & Associates, Practicing Company Secretary, to act as Scrutiniser to scrutinise the process of remote e-voting and also e-voting during the meeting in a fair and transparent manner.
7. 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 true copy of relevant resolution appointing him/her as a duly authorized Representative, together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend the AGM.
8. The Explanatory statement pursuant to Section 102 of the Act, relating to Special Businesses to be transacted at the AGM, requiring such statement is annexed hereto.
9. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in this Notice and the Annual Report for "Inspection of members" will be available, for inspection electronically, to the members during the AGM.
10. All shareholders will be able to inspect all documents referred to in the Notice and the explanatory statement thereto electronically without any fee from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents may send an email request to cs@jainam.in.

11. 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.
12. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts FY 2025-26 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.
13. 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".
14. Since the resolutions as set out in this Notice are being conducted through remote e-voting and by way of e-voting during the AGM, the said resolutions will not be decided on a show of hands at the AGM in terms of the provisions of Section 107 of the Companies Act, 2013.
15. 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.
16. The Register of Members and the Share Transfer Books of the Company will remain closed from 26th September 2026 to 30th September 2026, both days inclusive, for the purpose of AGM and for determining the entitlement of members to the final dividend, if approved.
17. Members may note that the Board, at its meeting held on 11th August, 2026, has recommended a final dividend of Rs. 0.40/- (Forty Paise Only) per equity share of Rs. 2/- (Rupees Two only) each for the financial year 2025-26. The record date for the purpose of final dividend for Financial Year 2025-26 is 25th September, 2026. 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) to receive the dividend directly into their bank account on the payout date.
18. The Remote e-voting facility will commence on Sunday, September 27, 2026 at 9:00 A.M. IST and ends on Tuesday, September 29, 2026 at 5:00 P.M. IST. The Remote e-voting shall be disabled by MUFG Intime after aforesaid period.
19. A person who is not a member as on the cut-off date i.e., Friday, September 25, 2026 should treat this Notice for information purpose only.

Jainam

INSTRUCTIONS FOR ATTENDING THE AGM AND FOR E-VOTING

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22/09/2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

I. Instructions For Attending the AGM

Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on **"Login"**.
b) Select the "Company Name" and register with your following details:
c) Select Check Box - **Demat Account No**. / **Folio No.** / **PAN**

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click "Go to Meeting"
You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address.
b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on link "Cast your vote".
b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.
c) Click on 'Submit'.
d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:
Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

II. Instructions for remote e-voting

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

- Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp
b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
c) Enter the OTP received on your registered email ID/ mobile number and click on login.
d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:
a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".
b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".
c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

Google Play | App Store

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password.

e) Follow steps given above in points (a-d).

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

- Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
b) Enter existing username, Password & click on “Login”.
c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.
b) Proceed with updating the required fields for registration.
c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

- Individual Shareholders holding securities in demat mode with Depository Participant

  Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website
b) After Successful login, user shall navigate through “e-voting” option.
c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

a) Shareholders registered for INSTAVOTE facility:

b) Visit URL: https://instavote.linkintime.co.in & click on **“Login”** under ‘SHARE HOLDER’ tab.

1. Enter details as under:
2. User ID: Enter User ID
3. Password: Enter existing Password
4. Enter Image Verification (CAPTCHA) Code
5. Click “Submit”.

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions”)

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
   - Shareholders, holding shares in NSDL form, shall provide ‘point 4’ above.
   - Shareholders, holding shares in CDSL form, shall provide ‘point 3’ or ‘point 4’ above.
   - Shareholders, holding shares in physical form but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
5. Set the password of your choice.

(The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

6. Enter Image Verification (CAPTCHA) Code.
7. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
B. Select ‘View’ icon. E-voting page will appear.
C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in
B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
C. Fill up your entity details and submit the form.
D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
B. Click on "Investor Mapping" tab under the Menu section
C. Map the Investor with the following details:

1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
2) 'Investor's Name - Enter Investor's Name as updated with DP.
3) 'Investor PAN' - Enter your 10-digit PAN.
4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Votes Entry" tab under the Menu section.
c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
d) Enter "16-digit Demat Account No.".
e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will see "Notification for e-voting".
c) Select "View" icon for "Company's Name / Event number".
d) E-voting page will appear.
e) Download sample vote file from "Download Sample Vote File" tab.
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

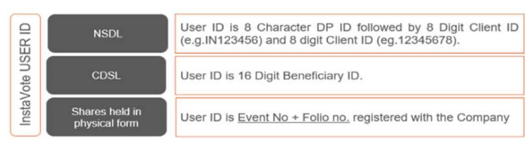
Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in



- Click on **"Login"** under 'SHARE HOLDER' tab.
- Further Click on **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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

ITEM NO.5: TO APPROVE THE BORROWING LIMITS OF THE COMPANY PURSUANT TO THE PROVISIONS OF SECTION 180(1)(c) OF THE COMPANIES ACT, 2013:

Section 180(1)(c) of the Companies Act, 2013 provides that the Board of Directors shall not borrow monies, where the aggregate of the monies already borrowed together with the monies proposed to be borrowed, other than temporary loans obtained from the Company's bankers in the ordinary course of business, exceeds the aggregate of the Company's paid-up share capital, free reserves and securities premium, except with the consent of the Members of the Company by way of a Special Resolution.

The Members of the Company, at their 20th Annual General Meeting held on September 30, 2023, had accorded their consent by way of Special Resolution under Section 180(1)(c) of the Companies Act, 2013, authorising the Board of Directors to borrow monies, together with the monies already borrowed by the Company, in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company, up to an aggregate limit of Rs. 10,000/- Crore (Rupees Ten Thousand Crore Only).

Considering the Company's existing and proposed business operations, expansion plans, working capital requirements and other funding requirements, the Company may require additional borrowing facilities from banks, financial institutions, foreign lenders and other permissible sources. Accordingly, it is proposed to enhance the existing borrowing limit from Rs. 10,000/- Crore (Rupees Ten Thousand Crore Only) to Rs. 15,000/- Crore (Rupees Fifteen Thousand Crore Only) under Section 180(1)(c) of the Companies Act, 2013.

The Board of Directors, at its meeting held on 11th August, 2026, subject to the approval of the Members, considered and approved the proposal for enhancement of the borrowing limit to an aggregate amount of Rs. 15,000/- Crore (Rupees Fifteen Thousand Crore Only).

Accordingly, the consent of the Members is being sought by way of a Special Resolution for authorising the Board to borrow monies, together with the monies already borrowed by the Company, up to the aforesaid limit, notwithstanding that such borrowings may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, excluding temporary loans obtained from the Company's bankers in the ordinary course of business.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is/are concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO.6: TO APPROVE CREATION OF CHARGES ON THE ASSETS AND/OR UNDERTAKINGS OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013:

Section 180(1)(a) of the Companies Act, 2013 requires the consent of the Members by way of a Special Resolution for selling, leasing or otherwise disposing of the whole or substantially the whole of the undertaking of the Company, or where the Company proposes to create security over its undertaking/property in the manner covered by the provision, as applicable.

The Members of the Company, at their 20th Annual General Meeting held on September 30, 2023, had accorded their consent by way of Special Resolution under section 180(1)(a) of the Companies Act, 2013 authorising the Board of Directors of the Company to create a charge on any of the movable and/or immovable properties and/or the whole or any part of undertaking(s) of the Company to secure its borrowings up to the aggregate limit of Rs. 10,000/- Crore (Rupees Ten Thousand Crore Only).

Considering the Company's existing and proposed business requirements, including capital expenditure, working capital requirements, business expansion plans and other general corporate purposes, the Company may require additional financial assistance from banks, financial institutions, foreign lenders, investing agencies, body corporates and any other lenders. Accordingly, it is proposed to enhance the existing limit from Rs. 10,000/- Crore (Rupees Ten Thousand Crore Only) to Rs. 15,000/- Crore (Rupees Fifteen Thousand Crore Only) to create, modify or otherwise alter, from time to time, mortgages, hypothecations, pledges or other charges on the movable and/or immovable properties of the Company, both present and future, and on the whole or any part of the undertaking(s) of the Company.

The Board of Directors at their meeting held on 11th August, 2026, subject to the approval of members of the Company, considered and approved the approval for enhancement of the aforesaid limit Rs. 10,000/- Crore (Rupees Ten Thousand Crore Only) to Rs. 15,000/- Crore (Rupees Fifteen Thousand Crore Only) under Section 180(1)(a) of the Companies Act, 2013.

Accordingly, the Board of Directors recommends the Special Resolution set forth in Item No. 6 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO. 7: TO APPROVE LOANS, INVESTMENTS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:

The Company has subsidiary companies and may, from time to time, incorporate or establish additional subsidiaries, associates, joint ventures or other group entities with the objective of accelerating its growth and expanding its business operations. As the promoter of such entities, the Company may be required to provide financial assistance by way of loans, guarantees and/or securities to support their business operations, meet their funding requirements and strengthen their financial position. Such financial assistance would enable these entities to effectively pursue their business objectives and contribute to the overall growth of the Company and its group.

The Members of the Company, at their meeting held on March 15, 2023, had accorded their approval by way of a Special Resolution pursuant to the provisions of Section 185 of the Companies Act, 2013 (“Act”), authorising the Board of Directors of the Company to advance loans, including loans represented by book debts, or give guarantees or provide securities in connection with loans taken by persons covered under the provisions of Section 185 of the Act, up to an aggregate limit of Rs. 700/- Crore (Rupees Seven Hundred Crore only), subject to the provisions of the Act and other applicable laws.

Considering the Company's expansion plans and the increasing funding requirements of its subsidiaries, associates, joint ventures and other eligible entities or persons, the existing limit may be inadequate to meet the future business and financial requirements. Accordingly, it is proposed to enhance the existing limit from Rs. 700/- Crore (Rupees Seven Hundred Crore Only) to Rs. 15,000 /- Crore (Rupees Fifteen Thousand Crore Only) to provide necessary financial support for their business operations and growth initiatives.

Pursuant to Section 185(2) of the Act, the Company may advance loans, including loans represented by book debts, or give guarantees or provide securities in connection with loans taken by persons in whom any Director of the Company is interested or deemed to be interested, subject to the approval of the Members by way of a Special Resolution and compliance with the conditions prescribed under the Act. Accordingly, the proposed financial assistance shall be provided only to eligible persons or entities covered under Section 185(2) of the Act and shall be utilised by the borrower for its principal business activities.

The Board of Directors, at its meeting held on 11th August, 2026, subject to the approval of the Members, considered and approved the proposal for enhancement of the aforesaid limit from Rs. 700/- Crore (Rupees Seven Hundred Crore Only) to Rs. 15,000 /- Crore (Rupees Fifteen Thousand Crore Only) for providing loans, guarantees and/or securities in accordance with Section 185 of the Act.

Accordingly, the Board of Directors recommends the Special Resolution set forth in Item No. 7 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO. 8: TO GIVE LOANS OR MAKE INVESTMENT(S) OR PROVIDE SECURITY AND GUARANTEE IN EXCESS OF THE PRESCRIBED LIMITS UNDER SECTION 186 OF COMPANIES ACT, 2013

Section 186 of the Companies Act, 2013 (“Act”) regulates the making of loans, giving of guarantees or providing of securities and making of investments by a company. The Members of the Company, at their meeting held on March 15, 2023, had accorded their approval under Section 186 of the Act for making loans, giving guarantees, providing securities and making investments up to an aggregate limit of Rs. 700/- (Rupees Seven Hundred Crore Only).

Considering the Company's existing and proposed business plans, expansion opportunities, funding requirements and investment needs, it may be necessary to provide loans, guarantees or securities and make investments from time to time. Such financial assistance and investments may be made out of the Company's internal accruals, available funds and/or other permissible sources, on such terms and conditions as may be considered appropriate and in the best interests of the Company.

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ("Act"), a company may give loans, provide guarantees or securities, or make investments up to sixty per cent (60%) of its paid-up share capital, free reserves and securities premium account or one hundred per cent (100%) of its free reserves and securities premium account, whichever is higher. Any loan, guarantee, security or investment in excess of the aforesaid limits requires the prior approval of the Members of the Company by way of a Special Resolution. Accordingly, approval of the Members is sought to authorise the Board of Directors of the Company to provide loans, give guarantees, provide securities and make investments, in one or more tranches, up to an aggregate amount of Rs. 15,000/- Crore (Rupees Fifteen Thousand Crore Only).

The Board of Directors, at its meeting held on 11th August, 2026, subject to the approval of the Members, considered and approved the proposal for enhancement of the aforesaid limit from Rs. 700/- Crore (Rupees Seven Hundred Crore Only) to Rs. 15,000/- Crore (Rupees Fifteen Thousand Crore only) to provide loans, give guarantees, provide securities and make investments in accordance with Section 186 of the Act.

Accordingly, the Board of Directors recommends the Special Resolution set forth in Item No. 8 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO. 9: ALTERATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

The existing Articles of Association ("AoA") of the Company contain certain provisions relating to the **Common Seal** of the Company, including the definition of "Seal" under the heading "INTERPRETATION" and a proviso to Article 2(i) dealing with the manner of affixing the Common Seal.

In view of the provisions of the Companies Act, 2013 and the amendments thereto relating to the requirement and use of a common seal, the Company proposes to align its Articles of Association with the applicable provisions of the Act and to remove the provisions relating specifically to the Common Seal.
Accordingly, it is proposed to:

1. **delete Article 6(z)** under the heading "INTERPRETATION", which defines "Seal" as the Common Seal of the Company; and

2. **delete the first proviso to Article 2(i)**, which provides for affixing the Common Seal in the presence of the persons required to sign the certificate.

The proposed deletion are intended to appropriately align the Articles of Association of the Company with the applicable provisions of the Companies Act, 2013 and to remove provisions relating to the Common Seal which are no longer considered necessary.

Pursuant to Section 14 of the Companies Act, 2013, alteration of the Articles of Association of the Company requires the approval of the Members by way of a Special Resolution. Accordingly, the approval of the Members is sought for the proposed alterations to the Articles of Association as set out in the accompanying resolution.

The Articles of Association of the Company, containing the proposed amendment, is available for inspection by the Members in physical or electronic form during business hours at the Registered Office and Corporate Office of the Company and shall also be available for inspection at the venue of the Meeting. Members desirous of inspecting the said document may do so during the specified business hours or at the Meeting.

The Board of Directors recommends the Special Resolution set out at Item No. 9 for the approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO. 10: TO APPROVE THE INSERTION OF A NEW SUB-CLAUSE NO. 6 UNDER CLAUSE III(A) – MAIN OBJECTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The Company is engaged in the business of share broking, financial and investment consultancy, equity research, technical analysis, commodity broking and trading, and other related financial services. The Company also carries on the business of managing Alternative Investment Funds (AIFs) and other investment funds, including providing investment management, asset management, portfolio management, investment advisory, research analysis and other allied services.

In order to further expand and expressly provide for the scope of its business activities, the Company proposes to include activities relating to acting as a sponsor, trustee company, asset management company or investment manager for mutual funds, offshore mutual funds, pooled investment vehicles, domestic Alternative Investment Funds and other investment funds, subject to applicable laws and regulatory approvals.

Accordingly, it is proposed to insert a new sub-clause No. 6 under Clause III(A) – "The objects to be pursued by the company on its incorporation are:-" of the Memorandum of Association of the Company, without altering or deleting any of the existing Main Object Clauses, as set out in the Special Resolution No. 10 forming part of this Notice.

The proposed alteration of the Object Clause is subject to the approval of the Members by way of a Special Resolution pursuant to provision of the Companies Act, 2013 read with rules made thereunder and such approvals, consents and permissions of any other statutory or regulatory authority, as may be applicable. The proposed insertion of the new object clause shall enable the Company to undertake the proposed activities subject to obtaining the requisite registrations and approvals under applicable laws.

The Board of Directors, at its meeting held on 11th August, 2026, subject to the approval of the Members, considered and approved the proposal for insertion of new sub-clause No. 6 under Clause III(A) – "The objects to be pursued by the company on its incorporation are: -" of the Memorandum of Association of the Company.

The Memorandum of Association of the Company, containing the proposed amendment to Clause III(A), is available for inspection by the Members in physical or electronic form during business hours at the Registered Office and Corporate Office of the Company and shall also be available for inspection at the venue of the Meeting. Members desirous of inspecting the said document may do so during the specified business hours or at the Meeting.

Accordingly, the Board of Directors recommends the Special Resolution set forth in Item No. 10 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO. 11: TO APPROVE THE RE-APPOINTMENT OF MR. MILAN SURESH PARIKH AS THE MANAGING DIRECTOR OF THE COMPANY FOR FURTHER TERM OF FIVE (5) YEARS AND THE TERMS AND CONDITIONS OF HIS RE-APPOINTMENT:

Mr. Milan Suresh Parikh (DIN: 00085061) was appointed as the Managing Director of the Company for a period of five (5) years commencing from 1st December, 2021 to 30th November, 2026. Accordingly, his term as Managing Director of the Company is due for expiration on 30th November, 2026.

Mr. Milan Suresh Parikh is one of the founders and promoters of the Company and has been associated with the Company since its incorporation. With over 28 years of extensive experience in the capital markets and financial services sector, he has played a pivotal role in shaping the Company's strategic direction, strengthening its operational framework, expanding its market presence and driving its sustainable growth. Under his visionary leadership, the Company has achieved significant operational and financial milestones and continues to pursue its long-term growth strategy with a focus on creating sustainable value for its stakeholders.

Considering his extensive experience, proven leadership, and continued valuable contribution to the affairs of the Company, and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 11th August, 2026, has approved and recommended to the Members the re-appointment of Mr. Milan Suresh Parikh as the Managing Director of the Company for a further period of five (5) years, commencing from 1st December, 2026, subject to the approval of the Members by way of a Special Resolution.

The terms of payment of managerial remuneration and perquisites, in addition to the applicable policies of the Company, are set out below and shall be subject to such revision, modification or variation as may be approved by the Board of Directors or the Nomination and Remuneration Committee thereof from time to time, in accordance with the resolution passed by the Members and the applicable provisions of Schedule V and other relevant provisions of the Companies Act, 2013, and the rules made thereunder:

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. Milan Suresh 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.	NIL
Employee Stock Options	NA

Other Condition(s):

1. Contribution towards Provident Fund, Superannuation Fund, Annuity Fund, National Pension Scheme shall be as per the policy of the Company.
2. Gratuity and/or contribution to the Gratuity Fund of Company shall be as per the policy of the Company or as per applicable law.
3. 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.
4. Reimbursement of all actual expenses or charges incurred by Mr. Milan Suresh 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).
5. Leaves will be as per the policy of the Company, as may be amended from time to time as per the current policy.
6. No sitting fees will be paid to the Managing Director for attending meeting of the Board of Directors or any Committee of the Company.

7. 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.

Mr. Milan Suresh Parikh satisfies the conditions prescribed under Section 196(3) read with Part I of Schedule V to the Companies Act, 2013 and is not disqualified from being appointed as a Director under Section 164 of the Act. His appointment is also in conformity with the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013.

A copy of the draft Letter of Re-Appointment setting out the terms and conditions of appointment, including the roles, responsibilities and other applicable terms, of Mr. Milan Suresh Parikh as the Managing Director is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to and including the date of the Annual General Meeting.

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. Milan Suresh Parikh, Mrs. Anal Milan Parikh and Mrs. Vidhi Dishant Parikh and their relatives, none of the Directors, Key Managerial Personnel or their relatives is/are concerned or interested financially or otherwise, in the Resolution.

The Board of Directors recommend passing of the Special Resolution for item no. 11 of the notice.

Pursuant to the Secretarial Standard on General Meetings (SS-2), the details of the Directors seeking re-appointment at the Annual General Meeting are provided below. The Statement containing the additional information as required under Schedule V to the Companies Act, 2013, in respect of the Resolution set out at Item No. 11 of this Notice, is annexed hereto as Annexure A.

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 & Experience in specific functional areas	Having more than 28 years of Experience in Broking Industry.
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	Mr. Milan Suresh Parikh is husband of Mrs. Anal Milan Parikh and Father-in-law of Mrs. Vidhi Dishant Parikh.
Last drawn remuneration	8,00,000/- per month (Gross Salary includes Basic Salary, HRA, Conveyance Allowance and City Allowance)
Directorships held in other companies (excluding foreign companies)	1. Jainam IFSC Mavens Private Limited 2. SVNM Foundation 3. Association of NSE Members of India 4. Jainam Finsoft 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	In FY 2025-26, he attended 9 out of 10 Board Meetings held during the year. In FY 2026-27, he has attended 3 out of 3 Board Meetings held as of the date of this notice.
No. of Shares held	1,29,25,500 Equity Shares of Rs. 2/- each
Membership/ Chairmanship of Committees of other Boards	NIL

ITEM NO. 12: TO APPROVE THE RE-APPOINTMENT OF MRS. VIDHI DISHANT PARIKH AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR FURTHER TERM OF FIVE (5) YEARS AND THE TERMS AND CONDITIONS OF HER RE-APPOINTMENT:

Mrs. Vidhi Dishant Parikh (DIN: 07788145) was appointed as the Whole-time Director of the Company for a period of five (5) years commencing from 1st December, 2021 and ending on 30th November, 2026. Accordingly, her term as Whole-time Director of the Company is due for expiration on 30th November, 2026.

Mrs. Vidhi Dishant Parikh is one of the promoters of the Company and has been associated with the Company for several years. She possesses over 8 years of extensive experience in the areas of finance, compliance and corporate management, and has played a significant role in strengthening the Company's financial and compliance framework. Through her expertise and dedicated involvement, she has contributed substantially to the Company's operational efficiency, corporate governance practices and sustainable growth.

Considering her extensive experience, expertise and continued valuable contribution to the affairs of the Company, and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 11th August, 2026, has approved and recommended to the Members the re-appointment of Mrs. Vidhi Dishant Parikh as the Whole-time Director of the Company for a further period of five (5) years, commencing from 1st December, 2026, subject to the approval of the Members by way of a Special Resolution.

The terms of payment of managerial remuneration and perquisites, in addition to the applicable policies of the Company, are set out below and shall be subject to such revision, modification or variation as may be approved by the Board of Directors or the Nomination and Remuneration Committee thereof from time to time, in accordance with the resolution passed by the Members and the applicable provisions of Schedule V and other relevant provisions of the Companies Act, 2013, and the rules made thereunder:

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.	Nil
Employee Stock Options	NA

1. Contribution towards Provident Fund, Superannuation Fund, Annuity Fund, National Pension Scheme shall be as per the policy of the Company.
2. Gratuity and/or contribution to the Gratuity Fund of Company shall be as per the policy of the Company or as per applicable law.
3. 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.
4. 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).
5. Leaves will be as per the Rules of the Company, as may be amended from time to time as per the current policy.
6. No sitting fees will be paid to the Whole Time Director for attending meeting of the Board of Directors or any Committee of the Company.
7. 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.

Mrs. Vidhi Dishant Parikh satisfies the conditions specified under Section 196(3) read with Part I of Schedule V to the Companies Act, 2013 and is not disqualified from being appointed as a Director under Section 164 of the Act. She shall perform her duties in accordance with the Articles of Association of the Company and shall comply with the duties of Directors prescribed under Section 166 of the Companies Act, 2013.

A copy of the draft Letter of Re-Appointment setting out the terms and conditions of the re-appointment of Mrs. Vidhi Dishant Parikh as the Whole-time Director, including her roles, responsibilities and other applicable terms, is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to and including the date of the Annual General Meeting.
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. Milan Suresh Parikh, Mrs. Anal Milan Parikh and Mrs. Vidhi Dishant Parikh and their relatives, none of the Directors, Key Managerial Personnel or their relatives is/are concerned or interested financially or otherwise, in the Resolution.

The Board of Directors recommend passing of the Special Resolution at item no. 12 of the notice.

Pursuant to the Secretarial Standard on General Meetings (SS-2), the details of the Directors seeking re-appointment at the Annual General Meeting are provided below. The Statement containing the additional information as required under Schedule V to the Companies Act, 2013, in respect of the Resolution set out at Item No. 12 of this Notice, is annexed hereto as Annexure A.

Jainam

DETAILS OF DIRECTOR SEEKING REGULARISATION AND 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. Vidhi Dishant Parikh
Category	Whole-time director and CFO
DIN	07788145
Date of Birth	02/06/1992
Age	34
Qualification	Chartered Accountant and Bachelor of Commerce (B.Com.)
Date of First Appointment on the Board	25/07/2019
Expertise & Experience in specific functional areas	Having more than 8 years of Experience in Broking Industry.
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. Vidhi Dishant Parikh is the Daughter-in-law of Mr. Milan Suresh Parikh and Mrs. Anal Parikh.
Last drawn remuneration	6,00,000/- per month (Gross Salary includes Basic Salary, HRA, Conveyance Allowance and City Allowance)
Directorships held in other companies (excluding foreign companies)	1. Jainam IFSC Mavens Private Limited 2. Jainam Finsoft 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	In FY 2025-26, she attended 10 out of 10 Board Meetings held during the year. In FY 2026-27, she has attended 3 out of 3 Board Meetings held as of the date of this notice.
No. of Shares held	5,04,000 Equity Shares of Rs. 2/- each
Membership/ Chairmanship of Committees of other Boards	Nil

By the order of Board of Directors of
Jainam Broking Limited

Sd/-
Kinjal Prince Gandhi
Company Secretary and
Compliance officer
ACS: 56933

Date: 07/09/2026
Place: Surat

'ANNEXURE–A' REFERRED TO IN THE EXPLANATORY STATEMENTS TO RESOLUTION AT ITEM NO. 11 AND 12 OF THE NOTICE FOR 23RD ANNUAL GENERAL MEETING OF JAINAM BROKING LIMITED.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Resolution at Item No. 11 and 12 are as follows:

I. General information:		
(1)	Nature of industry	Broking Industry
(2)	Date or expected date of commencement of Business	The Company is already in existence and 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	➢ **Standalone Financial Results:**

Amount (In Millions)

Particulars	**2025-26**	**2024-25**	**2023-24**
Revenue from Operations	15,877.53	19,901.50	25,702.93
Other Income	12.03	14.16	313.29
Less: Expenses excluding depreciation	(9489.32)	(13596.52)	(20,787.49)
Profit / (Loss) before tax and depreciation	**6400.24**	**6319.14**	**5228.73**
Less: Depreciation	103.82	49.66	41.87
Profit/(Loss) before tax Exceptional Items	**6,296.43**	**6,269.49**	**5186.86**
Less: Exceptional Items	-	-	-
Profit/(Loss) before tax	**6,296.43**	**6,269.49**	5186.86
Less: Provision of Income tax including deferred tax and prior period expense	1,602.50	1,584.08	1,303.46
Profit/(Loss) after tax	**4,693.92**	**4,685.41**	**3883.40**
Other Comprehensive Income	(0.31)	(9.56)	6.34

		Total Comprehensive Income for the year	**4,693.61**	**4,675.85**	**3889.74**
		➢ **Consolidated Financial Results:**			
		Amount (In Millions)			
		Particulars	**2025-26**	**2024-25**	**2023-24**
		Revenue from Operations	15,879.12	19,902.06	25,702.61
		Other Income	12.09	14.24	313.34
		Less: Expenses excluding depreciation	(9,491.48)	(13,599.57)	(20,789.16)
		Profit / (Loss) before tax and depreciation	**6399.73**	**6,316.73**	**5226.79**
		Less: Depreciation	103.99	49.82	41.93
		Profit/(Loss) before tax Exceptional Items	**6,295.74**	**6,266.91**	**5184.86**
		Less: Exceptional Items	**-**	-	-
		Profit/(Loss) before tax	**6,295.74**	**6,266.91**	5184.86
		Less: Provision of Income tax including deferred tax and prior period expense	**1,602.49**	1,584.08	1,303.46
		Profit/(Loss) after tax	**4,693.25**	**4682.83**	**3881.41**
		Other Comprehensive Income	7.24	(9.16)	6.63
		Total Comprehensive Income for the year	**4,700.50**	**4673.68**	**3888.04**
(5)	Foreign investments or collaborations, if any.	NIL			
II. Information about the Appointee Directors:					
Sr. No	**Name and Designation of the Director**	**Mr. Milan Suresh Parikh (DIN: 00085061), Managing Director**	**Mrs. Vidhi Dishant Parikh (DIN: 07788145), Whole-time director and CFO**		
(1)	Background details	He, aged 60 years, is one of the founding members and Promoters of Jainam Broking Limited. He has been associated with the Company since its inception in 2003 and has over 28 years of extensive experience in the broking and financial services industry. His rich industry	She, aged 34 years, is a Chartered Accountant and one of the Promoters of Jainam Broking Limited. She joined the Company in 2019 and has over 8 years of professional experience in the fields of accounting, finance, audit, corporate governance and regulatory compliance, including more than 8 years of experience in the broking		

		knowledge and leadership have played a significant role in the Company's growth and strategic development.	industry. She has played an instrumental role in strengthening the Company's financial, compliance and operational functions.
(2)	Past remuneration	Rs. 96,00,000/- per annum	Rs. 72,00,000 /- per annum
(3)	Job profile and his/her suitability	He is highly experienced and is responsible for, among others, business development, R&D, IT and overall supervision and Control of affairs of the business. 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.	She is highly experienced and is responsible for, among others, business development, Finance and overall supervision and Control of affairs of the business. 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. She is also member of Corporate Social Responsibility Committee.
(4)	Remuneration proposed	As stated in **Explanatory statement of Item No. 11**, the approval for shareholders by a Special Resolution is sought for payment of remuneration and also in case the Company has no profit or inadequate profit the present remuneration be treated as minimum remuneration for a period of 03 (Three Years).	As stated in **Explanatory statement of Item No. 12**, the approval for shareholders by a Special Resolution is sought for payment of remuneration and also in case the Company has no profit or inadequate profit the present remuneration be treated as minimum remuneration for a period of 03 (Three Years).
(5)	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	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 remuneration being paid to the Managing Director (looking at the profile of the	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 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

	respect to the country of his origin)	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.	comparable size in the industry in which the Company operates.
(6)	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 1,29,25,500 equity shares of Rs. 2/- each in the Company. Other than this the Managing Director does not have any other pecuniary relationship, directly or indirectly, with the Company.	Besides the remuneration proposed, she also holds 5,04,000 equity shares of Rs. 2/- each in the Company. Other than this the Whole time Director does not have any other pecuniary relationship, directly or indirectly, with the Company.
(7)			
(1)	Reasons of loss or inadequate profits	Not applicable*	
(2)	Steps taken or proposed to be taken for improvement	Not applicable	
(3)	Expected increase in productivity and profits in measurable terms	Not applicable	

*The Company's profit is adequate to pay the managerial remuneration and it's within the limit of Section 197 read with Schedule V of the Act. However, the Company is taking the shareholder's approval under Schedule V to pay the minimum remuneration, if required.

By the order of Board of Directors of
Jainam Broking Limited

Sd/-
Kinjal Prince Gandhi
Company Secretary and
Compliance officer
ACS: 56933

Date: 07/09/2026
Place: Surat