

Jainam Broking Limited

(formerly known as Jainam Share Consultants Private Limited)

NOTICE OF AGM

Notice is hereby given that the **Twentieth** Annual General Meeting of the members of Jainam Broking Limited (Formerly known as Jainam Share Consultants Private Limited) will be held on Saturday, 30th September, 2023 at 11.00 a.m. Indian Standard Time ("IST") on shorter notice, at the corporate office of the Company, situated at Jainam House, Plot No. 42, Near Shardashayan School, Piplod, Surat 395007, Gujarat to transact the following business:

Ordinary Business:

1. To consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2023, the reports of the Board of Directors and Auditors thereon:

To receive, consider and adopt the Standalone Audited Balance Sheet as at March 31, 2023, Profit and Loss Account and Cash Flow Statement of the Company for the year ended March 31, 2023, Notes to Financial Statements, together with the Boards' Report and Auditors' Report thereon; and in this regard, to consider and if thought fit, to pass the following resolution with or without modification, as an Ordinary Resolution.

"RESOLVED THAT the audited Standalone Balance Sheet, statement of Profit and Loss Account and Cash Flow Statement of the Company for the financial year ended March 31, 2023, along with the Notes to Financial Statements, together with the Boards' Report and Auditors' Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted."

2. To consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2023, the reports of the Auditors thereon:

To receive, consider and adopt the Consolidated Audited Balance Sheet as at March 31, 2023 and Profit and Loss Account of the Company for the year ended March 31, 2023, Notes to Financial Statements, together with the Auditors' Report thereon; and in this regard, to consider and if thought fit, to pass the following resolution with or without modification, as an Ordinary Resolution.

"RESOLVED THAT the audited Consolidated Balance Sheet and statement of Profit and Loss Account of the Company for the financial year ended March 31, 2023, along with the Notes to Financial Statements, together with the Auditors' Report as circulated to the shareholders and laid before the meeting, be received, considered and adopted."

3. To declare and approve Final Dividend on equity shares of the Company for the financial year ended March 31, 2023:

To declare a final dividend of Rs. 2/- (20%) per equity shares of face value of Rs. 10/- each, for the financial year ended March 31, 2023; in this regard, to consider and if thought fit, to pass the following resolution with or without modification, as an Ordinary Resolution:



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“RESOLVED THAT a final dividend of Rs. 2/- (20%) per equity share of Rs.10/- each for the financial year 2022-23, as recommended by the Board, be and is hereby approved and declared to be paid to those members whose names appear on the Company’s Register of Members, as on the record date”

4. To declare Dividend for 5% Optionally convertible Redeemable Non-Cumulative Non-Participating Preference shares (“OCPS”) of the Company for the financial year ended March 31, 2023:

To declare a dividend at a rate of 5% i.e. Rs. 0.50 per OCPS for the financial year ended March 31, 2023; in this regard, to consider and if thought fit, to pass the following resolution with or without modification, as an Ordinary Resolution:

“RESOLVED THAT a dividend at a rate of 5% i.e. Rs. 0.50 per OCPS for the financial year ended March 31, 2023, as recommended by the Board, be and is hereby approved and declared to be paid to those members whose names appear on the Company’s Register of Members, as on the record date”

5. Appointment of Mrs. Vidhi Dishant Parikh (DIN: 07788145) as a Whole Time director liable to retire by rotation:

To appoint a director in place of Mrs. Vidhi Dishant Parikh (DIN: 07788145) who retires by rotation and being eligible offers herself for re-appointment.

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the approval of members of the Company be, and is hereby accorded to the re-appointment of Mrs. Vidhi Dishant Parikh (DIN: 07788145) as a Whole Time director, to the extent that she is required to retire by rotation.

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

SPECIAL BUSINESS:

6. Approval of the Borrowing Limits under section 180(1)(c) of the Companies Act, 2013:-

To consider and if thought fit to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 180(1) (c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in terms of the Memorandum and Articles of Association of the Company and subject to such other approvals and permissions as may be required, the consent of the members 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 which the Board may constitute for this



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purpose) to borrow from time to time any sum or sums of monies, as it may considered fit for the business of the Company on such terms and conditions as it may deem fit and expedient in the interests of the Company, whether in Indian rupees or foreign currency (including foreign currency term loans, external commercial borrowings in foreign denominated currencies from any foreign source / countries as prescribed by guidelines, if any in this respect) from any one or more of the Company's bankers and / or from any one or more persons, firms, bodies corporate, financial institutions, banks or other acceptable source whether by way of advances, deposits, loans, debentures, bonds or other securities whether convertible into equity / preference shares and / or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity / preference shares to bank(s), financial or other institution(s), mutual fund(s), non-resident Indians, foreign institutional investors or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not, whether unsecured or secured and on such terms and conditions as the Board may deem fit, notwithstanding however, that the total borrowings exceed the aggregate of paid-up capital, free reserves and securities premium account of the Company, provided however that the aggregate of amounts so borrowed and outstanding at any one time (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not exceed an amount of Rs. 10,000 Crore."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee or any Director(s) or any other Officer(s) of the Company to give effect to the above resolution."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated to give effect to this resolution be and are hereby approved, ratified and confirmed in all respects."

7. To set the lease/ encumbrance limits on the properties of the company:

To consider and if thought fit to pass the following resolution as Special Resolution:

"RESOLVED THAT, pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the company be and is hereby given to the board of directors of the company to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest



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thereon, additional interest, compound interest, liquidated damages, commitment charges, on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans, shall not, at any time exceed Rs. 10,000 crore (Rupees Fifteen Thousand Crore Only) or the aggregate of the paid up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher.”

“RESOLVED FURTHER THAT, the Directors of the Company, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, Gujarat at Ahmedabad and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

8. To approve the alteration of Articles of Association (“AOA”):

To consider and if thought fit to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to provisions of section 14 of the Companies Act, 2013 and other applicable provisions of the Act (including any amendments thereto or re-enactment thereof) (the “Act”) read with the respective rules made thereunder, the Articles of Association of the Company be and are hereby altered by inserting a clause by substituting the existing 115 clause of AOA.

RESOLVED FURTHER THAT the existing clause 115 of the Articles of Association of the Company be and is hereby altered in the following manner.

115 clause NO.

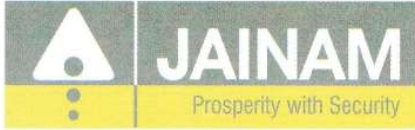
If at any time the Company issues debentures or bonds or such other instruments, the debenture trustee and/or the investors shall have the right to appoint one or more Director or Directors (Nominee Director(s)) to the Board of the Company, and to remove from office any Nominee Director so appointed and to appoint another in his/her place or in the place a Director so appointed who resigns or otherwise vacates his office, in accordance with provisions of the Companies Act 2013, applicable law, regulatory or listing requirements and terms and conditions of such debenture documents.

Any such appointment or removal shall be made in writing and shall be served at the office of the Company.

The Nominee Director(s) shall neither be required to hold any qualification share nor be liable to retire by rotation and shall continue in office for so long as the debt subsists.

The Nominee Director shall also be appointed as a member of any committee of the Board and shall not be liable for any act or omission of the Company.

The Nominee Director shall be entitled to all the rights and privileges of other non-executive directors and the sitting fees, expenses as payable to other directors on the Board and any other fees, commission, monies or remuneration in any form payable to the non-executive directors, which shall be to the account of the Company.



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“RESOLVED FURTHER THAT Mr. Milanbhai Sureshbhai Parikh and/ or Mrs. Vidhi Dishant Parikh, Directors of the Company be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns, e-forms for the purpose of giving effect to the aforesaid resolution.”

9. Regularization of Additional Independent Director, Mr. Bhuvnesh Sunderlal Vilayatrani (DIN: 00680953) by appointing him as Independent Director of the Company:

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

“RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company; Mr. Bhuvnesh Sunderlal Vilayatrani (DIN: 00680953) who was appointed as an Additional Director of the Company in Independent Category w.e.f 24th April, 2023 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting or the last date on which general meeting is to be held whichever is earlier and from whom the Company has received a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five (5) consecutive years for the period from April 24, 2023 to April 23, 2028 (both dates inclusive).”

“RESOLVED FURTHER THAT Mr. Milanbhai Sureshbhai Parikh and/ or Mrs. Vidhi Dishant Parikh, Directors of the Company be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents and returns, e-forms for the purpose of giving effect to the aforesaid resolution.”

10. Regularization of Additional Independent Director, Mr. Jay Ajit Chhaira (DIN: 03129439) by appointing him as Independent Director of the Company

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

“RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company; Mr. Jay Chhaira (DIN: 03129439) who was appointed as an Additional Director of the Company in Independent Category w.e.f 24th April, 2023 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual



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General Meeting or the last date on which general meeting is to be held whichever is earlier and from whom the Company has received a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five (5) consecutive years for the period from September 13, 2023 to September 12, 2023 (both dates inclusive).”

“RESOLVED FURTHER THAT Mr. Milanbhai Sureshbhai Parikh and/ or Mrs. Vidhi Dishant Parikh, Directors of the Company be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents and returns, e-forms for the purpose of giving effect to the aforesaid resolution.”

11. Regularization of Additional Independent Director, Mrs. Richa Manoj Goyal (DIN: 00159889) by appointing her as an Independent Director of the Company:

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

“RESOLVED THAT, pursuant to provision of Section 149,150,152 read with Schedule IV of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013, if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company; Mrs. Richa Goyal (DIN: 00159889) who was appointed as an Additional Director of the Company in Independent Category w.e.f 24th April, 2023 in terms of Section 161(1) of the Companies Act, 2013 and Article of Association of the Company and who holds office up to the date of this Annual General Meeting or the last date on which general meeting is to be held whichever is earlier and from whom the Company has received a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five (5) consecutive years for the period from September 13, 2023 to September 12, 2028 (both dates inclusive).”

“RESOLVED FURTHER THAT Mr. Milanbhai Sureshbhai Parikh and/ or Mrs. Vidhi Dishant Parikh, Directors of the Company be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents and returns, e-forms for the purpose of giving effect to the aforesaid resolution.”

By the order of the Board

Jainam Broking Limited

(Formerly known as Jainam Share Consultants Private Limited),

Sd/-

Mittal Narendrabhai Shah

Company Secretary



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Notes:

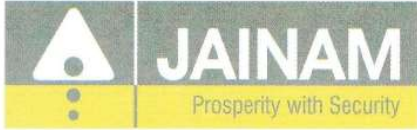
1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. A proxy form is attached with the Notice. The proxy form duly completed and signed,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



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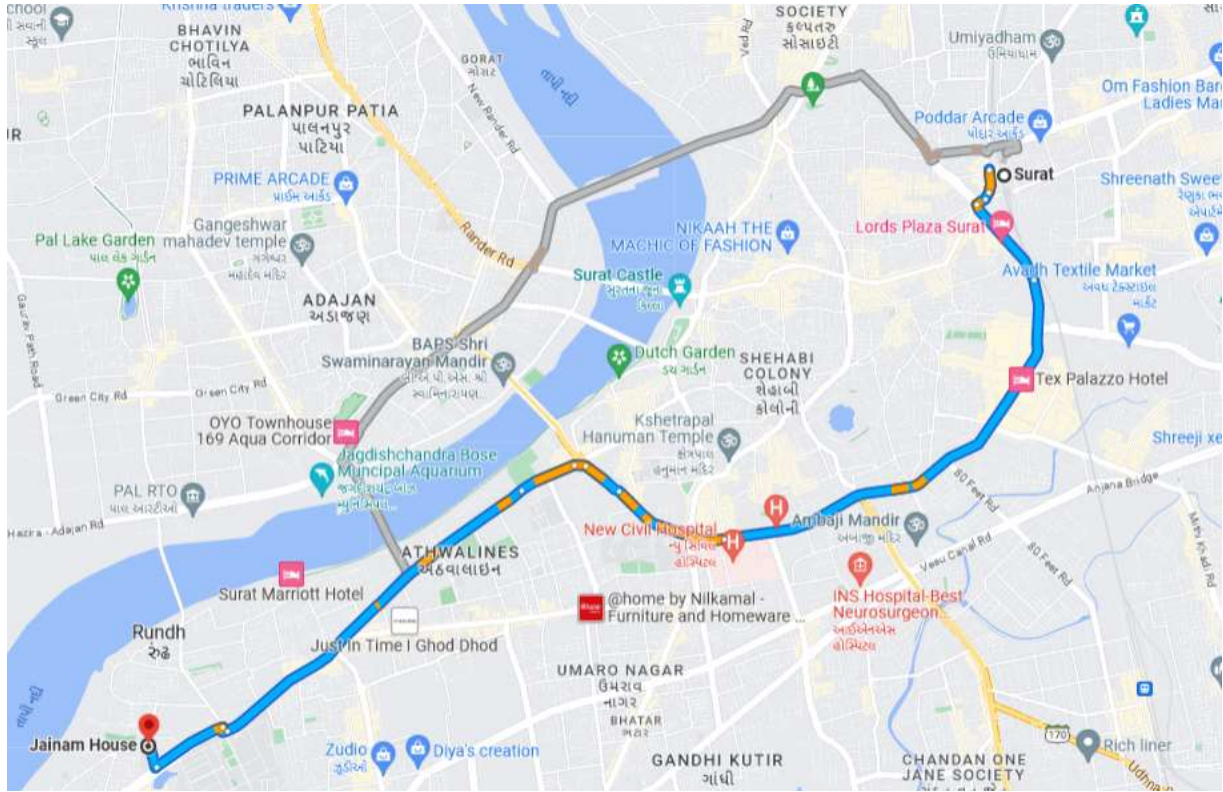
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13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 ("the Act") and Register of Contracts or Arrangements in which directors are interested maintained under section 189 of the Act will be available during the meeting for inspection by the members during the time of AGM.
14. Pursuant to the Income-tax Act, 1961, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source from such dividend at the prescribed rates. Communication providing detailed information & instructions with respect to tax on the Final Dividend for the financial year ended 31st March, 2023 is being sent separately to the Members.
15. Consent from members is obtained to conduct AGM on shorter notice.
16. Members may note that the Board, at its meeting held on 27th September, 2023, has recommended a final dividend of ₹2 per equity share and dividend of 5% optionally convertible Redeemable Non-Cumulative Non-Participating Preference shares ("OCPS"). The record date for the purpose of final dividend for fiscal 2023 is **September 29, 2023**. The final dividend, once approved by the members in the ensuing AGM, will be paid as per the provisions of Companies Act, 2013, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent to their registered addresses. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.



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Route Map of Annual General Meeting





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Explanatory Statement in terms of Section 102 of the Companies Act, 2013

Item 6 & 7:

Grant of borrowing power and creation of charge on the assets of the Company:

In the Extra-ordinary General meeting of the Members of the Company held on 10th June, 2023, the consent of the members was provided to the Board as required under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013 to borrow up to Rs. 5000 Crores in excess of the paid up share capital, free reserves and securities premium account of the Company.

In view of the business requirements and in order to meet working capital requirements, this limit is sought to be increased to Rs.10,000 Crores over and above the paid-up share capital, free reserves and securities premium account. The same has been approved by the Board at its meeting held on 27th September, 2023.

The borrowings of the Company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and/ or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company, from time to time, in consultation with the lender(s).

The mortgage and/or charge by the Company of its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company in favour of the lenders/agent(s)/trustees. Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013. Hence it is necessary to obtain approval for the same from the Shareholders voting.

Accordingly, special resolutions seeking the approval of members as required under Section 180(1)(c) and 180(1)(a) of the Act are submitted for enhancement in borrowing powers and to set the lease limits on the properties of the company as set out in resolution no. 6 and 7 of the notice.

Further, members may consider to authorise the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), to borrow money from time to time and to set the lease limits on the properties of the company not exceeding an amount of Rs.10,000 Crores.

The Board recommends the resolutions for consideration and approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the aforesaid Special resolutions.



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Item No. 8:

Approval of alteration of Articles of Association (“AOA”) with respect to appointment of Nominee Director Clause:

The Company's management intends to raise funds through the issuance of Listed Non-Convertible Debentures (NCDs). In accordance with the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023, the Company will amend its Articles of Association to include a clause for Nominee directors, granting them the authority to appoint individuals nominated by the debenture trustee(s) as Non-Executive directors on the Board of Directors, as stipulated in clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993.

In order to make the Articles of Association of the Company to comply with the above mentioned requirements, it is proposed insert new clause of Nominee director by substituting the existing 115 clause of Nominee director of AOA. The consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of Articles of Association of the Company. Accordingly, this matter has been placed before the Shareholders for approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the aforesaid Special resolutions.

Item No. 9:

Regularization of Additional Director Mr. Bhuvnesh Sunderlal Vilayatrani (DIN: 00680953) as an Independent Director of the Company.

Mr. Bhuvnesh Sunderlal Vilayatrani (DIN: 00680953) was appointed as an Additional Director of the company on 24th April, 2023 in terms of Section 161 (1) of the Companies Act, 2013 in the category of ‘Non-Executive Independent’ in terms of the Companies Act, 2013. Mr. Bhuvnesh Sunderlal Vilayatrani, an Additional Director holds the office up to the date of the ensuing Annual General Meeting of the Company or the last date on which annual general meeting should have been held, whichever is earlier.

Mr. Bhuvnesh Sunderlal Vilayatrani is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as Director (in the category of Independent Director).

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Bhuvnesh Sunderlal Vilayatrani as an Independent Director.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Bhuvnesh Sunderlal Vilayatrani as ‘Non-executive Independent Director’ for a term up to 5 (five) consecutive years commencing from 24.04.2023 to 23.04.2028 (both inclusive).



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Accordingly, the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution as set out in the item no. 9 of the notice for appointment of Mr. Bhuvnesh Sunderlal Vilayatrani.

Save and except Mr. Bhuvnesh Sunderlal Vilayatrani, Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Item No. 10 –

Regularisation of Additional Director Mr. Jay Ajit Chhaira (DIN: 03129439) as an Independent Director of the Company.

Mr. Jay Ajit Chhaira (DIN: 03129439) was appointed as an Additional Director of the company on 13th September, 2023 in terms of Section 161 (1) of the Companies Act, 2013 in the category of 'Non-Executive Independent' in terms of the Companies Act, 2013. Mr. Jay Ajit Chhaira, an Additional Director holds office up to the date of the ensuing Annual General Meeting of the Company or the last date on which annual general meeting should have been held, whichever is earlier.

Mr. Jay Ajit Chhaira is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as Director (in the category of Independent Director).

Mr. Jay Ajit Chhaira is profound, well known and acknowledged Chartered accountant since decades and has immense knowledge and experience in the field of Finance and Accountancy. He has also been a member of the Central Council Committee and hence the Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Jay Ajit Chhaira as an Independent Director.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Jay Ajit Chhaira as 'Non-executive Independent Director' for a term up to 5 (five) consecutive years commencing from 13th September, 2023 to 12th September, 2028 (both inclusive).

Accordingly, the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution as set out in the item no.10 of the notice for appointment of Mr. Jay Ajit Chhaira.

Save and except Mr. Jay Ajit Chhaira, Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.



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Item No. 11:

Regularisation of Additional Director Mrs. Richa Manoj Goyal (DIN: 00159889) as an Independent Director of the Company.

Mrs. Richa Manoj Goyal (DIN: 00159889) was appointed as an Additional Director of the company on 13th September, 2023 in terms of Section 161 (1) of the Companies Act, 2013 in the category of 'Non-Executive Independent' in terms of the Companies Act, 2013. Mrs. Richa Manoj Goyal, an Additional Director holds office up to the date of the ensuing Annual General Meeting of the Company or the last date on which annual general meeting should have been held, whichever is earlier.

Mrs. Richa Manoj Goyal is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given her consent to act as Director (in the category of Independent Director).

Mrs. Richa Manoj Goyal herself is a Company Secretary practicing in the Industry since years and also a profound, well known and acknowledged professional in the field. She has commendable achievements as a Practising company Secretary and hence the Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Richa Manoj Goyal as an Independent Director.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mrs. Richa Manoj Goyal as 'Non-executive Independent Director' for a term up to 5 (five) consecutive years commencing from 13th September, 2023 to 12th September, 2028 (both inclusive).

Accordingly, the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution as set out in the item no.11 of the notice for appointment of Mrs. Richa Manoj Goyal.

Save and except Mrs. Richa Manoj Goyal, Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.



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ANNEXURE TO NOTICE:

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

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

Name of Director	Mrs. Vidhi Dishant Parikh	Mr. Bhuvnesh Vilayatrani	Mr. Jay Chhaira	Mrs. Richa Goyal
Category	Whole Time Director	Independent Director	Independent Director	Independent Director
DIN	07788145	00680953	03129439	00159889
Date of Birth	20/06/1992	25/08/1966	20/08/1975	08/01/1975
Age	30	57	48	48
Qualification	CA	CA	CA, MBA	CS, LLB
Date of First Appointment on the Board	25/07/2019	24/04/2023	13/09/2023	13/09/2023
Expertise in specific functional areas	Having more than 6 years Compliance and Administration	Practising Chartered Accountant having vast Experience of more than 30 years. He is having rich experience as a management consultant on Strategic Planning, Decision making process, Auditing and assurance and GST Compliances.	He is having more than 25 years of experience field of academics and also involve in consultancy of management and Finance.	She is a certified trademarks agent and practicing Company Secretary. She is currently the proprietor of the law firm 'Richa Goyal and Associates'. She has approximately 21 years of experience in the field of trademark law, patent law, copyright law and other allied laws.
Terms and Conditions of Appointment/Reappointment	As per the resolution at item No. 5 of the notice convening this meeting, Mrs. Vidhi Parikh is liable to retire by rotation at the meeting and eligible for re-	As per the resolution at item No 9 of the notice convening this meeting, Mr. Bhuvnesh Vilayatrani is proposed to be Appointment as Independent	As per the resolution at item No 10 of the notice convening this meeting, Mr. Jay Chhaira is proposed to be Appointment as	As per the resolution at item No 11 of the notice convening this meeting, Mrs. Richa Goyal is proposed to be Appointment as



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	appointment	Director	Independent Director	Independent Director
Remuneration last drawn	Rs. 36,00,000 p.a.	NA	NA	NA
Remuneration proposed	Rs. 36,00,000 p.a.	Sitting Fees as approved by the Board of Directors	Sitting Fees as approved by the Board of Directors	Sitting Fees as approved by the Board of Directors
Relationship with Directors/Key managerial Personnel	Mrs. Vidhi Parikh is Daughter in Law of Mr. Milan Parikh and Mrs. Anal Parikh. And Wife of Mr. Dishant Parikh.	Mr. Bhuvnesh Vilayatrani is not related to any Director.	Mr. Jay Chhaira is not related to any Director.	Mrs. Richa Goyal is not related to any Director.
List of Companies in which directorship is held as on 31st March, 2023	1. Jainam Broking Limited 2. Jainam IFSC Mavens Private Limited	1. Jainam Broking Limited 2. Novatis Finovative Limited	1. Jay Academy Private Limited	1. Bikaji Foods International Limited 2. Shalton Silk Industries Limited 3. Ami Organics Limited 4. Shree Ambaji Fibres Private Limited 5. Waaree Energies Limited 6. Steamhouse India Limited
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NIL	NIL	NIL	3
No. of Meetings of the Board Attended during the year	45	NA	NA	NA
No. of Shares held	100800 Equity Shares	NA	NA	NA



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FORM NO. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

TWENTIETH ANNUAL GENERAL MEETING OF JAINAM BROKING LIMITED TO BE HELD ON SATURDAY, 30TH SEPTEMBER, 2023 AT 11:00 AM AT THE CORPORATE OFFICE OF THE COMPANY

PROXY FORM

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

I /We, being the member(s), holding _____ shares of the above named Company, hereby appoint:

- (1) Name: _____ Address: _____
E-mail ID: _____ Signature _____ or failing him / her
- (2) Name: _____ Address: _____
E-mail ID: _____ Signature _____ or failing him / her
- (3) Name: _____ Address: _____
E-mail ID: _____ Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting for the year 2022-23 of the Company, to be held on Saturday, 30th September, 2023 at 11:00 a.m. at the Corporate office of the company at any adjournment thereof in respect of such resolutions as are indicated below. (Mentioned in detail in AGM Notice):

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

Signed this _____ day of _____ 2023

Member's Folio No. _____

Signature of shareholder(s) _____

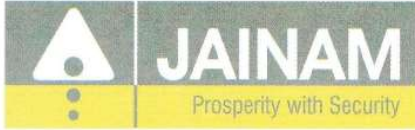
Signature of proxy holder(s) _____

Affix Revenue
Stamp.

Notes:

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

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



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ATTENDANCE SLIP

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

Name of Member(s):	
Address of Shareholder	

Folio No.		DP ID	
No. of Shares		Client ID	

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

I hereby record my presence at the 20th Annual General Meeting of the Company held on Saturday, 30th September, 2023 at 11:00 AM at the corporate office of the Company at Jainam House, Plot No. 42, Near Shardayatan School, Piplod, Surat 395007, Surat.

(Signature of Shareholder/ Proxy)

Note:

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