NOTICE OF EOGM

NOTICE IS HEREBY GIVEN THAT THE 3RD EXTRA ORDINARY GENERAL MEETING (EOGM) OF **MEMBERS** OF **JAINAM BROKING LIMITED** WILL BE HELD ON **TUESDAY, 31ST DECEMBER, 2024 AT 11.00 A.M.** AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT JAINAM HOUSE, PLOT NO. 42, NEAR SHARDAYATAN SCHOOL, PIPLOD, SURAT, GUJARAT- 395007 TO TRANSACT THE FOLLOWING BUSINESS:

1. **TO RATIFY AND APPROVE RELATED PARTY TRANSACTION IN RESPECT TO HOLD OFFICE OR PLACE OF PROFIT IN THE COMPANY BY MR. DISHANT MILAN PARIKH:**

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

"RESOLVED THAT pursuant to Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Act") (including any statutory modification(s) or re-enactments thereof for the time being in force), the transaction entered into by the Company with Mr. Dishant Milan Parikh, being related party as mentioned in item no. 1 of an explanatory statement, be and is hereby ratified up to 31/12/2024, for increase in the remuneration of CFO of the Company, and approved.

RESOLVED FURTHER THAT pursuant to recommendation of the Nomination and Remuneration Committee, Audit committee and pursuant to the provisions of Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Act") (including any statutory modification(s) or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded for Mr. Dishant Milan Parikh, being related party, to continue to hold an office or place of profit in the company and to pay him the monthly salary not exceeding such sum as mentioned in item no. 1 of an explanatory statement.

RESOLVED FURTHER THAT the Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect change in designation and responsibilities of the persons holding office or place of profit within the limit approved by the shareholders.

"RESOLVED FURTHER THAT the Board be and is hereby further authorized to delegate all or any of the powers herein conferred by this resolution to any director(s) or to any committee of directors, as permitted under the law, to give effect to the aforesaid resolution."

For and on Behalf of Board
Jainam Broking Limited

JAINAM BROKING LIMITED

Vidhi Parikh

Vidhi Dishant Parikh
Whole Time Director
DIN: 07788145

Date: 05/12/2024
Place: Surat

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY 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. Queries proposed to be raised at the Extra Ordinary General Meeting may be sent to the Company at its Corporate office atleast seven days prior to the date of EOGM to enable the management to keep the information ready at the meeting.

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 Extra Ordinary Meeting and at the venue during the Meeting.

8. 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 EOGM. 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 EGM, i.e. Tuesday, 31/12/2024. Members seeking to inspect such documents can send an email to cs@jainam.in.

9. Further, those members who have not registered or desire to update their email addresses are hereby requested to send an email on Company's mail address " cs@jainam.in " keeping " mittal.shah@jainam.biz " in CC.

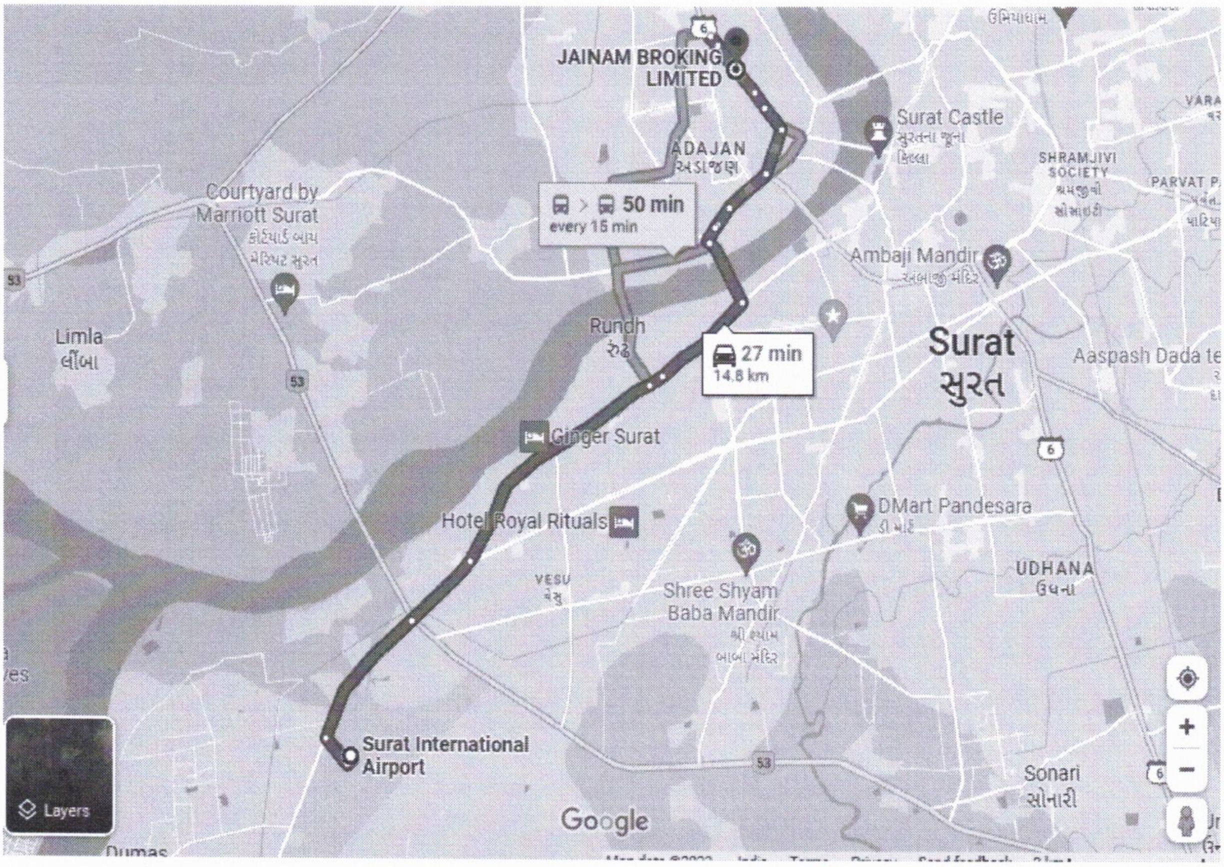
10. Corporate Members pursuant to Section 113 of the Companies Act, 2013 intending to attend the Extra-Ordinary General Meeting through their authorized representatives, are requested to send to the

JAINAM BROKING LIMITED

Company at “cs@jainam.in” keeping “cs@jainam.in ” in CC, a certified copy of relevant Board resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend the EOGM.

11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

12. The Route Map of the venue of this Extraordinary General Meeting is placed below this Notice.



JAINAM BROKING LIMITED

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

ITEM 1:

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions require a Company to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders is also required.

Mr. Dishant Parikh, was appointed as Chief Financial Officer w.e.f. 4th June, 2022 in the Company. He is the Son of Milan Suresh Parikh, Managing Director & Anal Milan Parikh, Director and Spouse of Vidhi Dishant Parikh, Whole Time Director of the Company. In view of the same, the position/office held by Mr. Dishant Parikh in the Company falls within the preview of Section 188(1)(f) and remuneration in excess of the limits prescribed under the provisions of the Act, requires shareholders' approval. Section 188(1)(f) of the Companies Act, 2013 provides for the related party's appointment to any office or place of profit.

Mr. Dishant Milan Parikh has vast experience of more than 13 years in Finance and Broking Industry. As a Chartered Accountant (CA) he is entrusted with overseeing the financial strategy, operations, and business development of the company. His key responsibilities include managing financial planning, capital structure, and fostering business growth, while also reporting directly to the Board. Mr. Dishant Parikh was appointed as a KMP of the Company designated as Chief Financial Officer, under Section 2(51) of the Companies Act, 2013 with the remuneration of Rs. 60,00,000/- (Rupees Sixty Lakh only) per annum.

Pursuant to recommendation of the Nomination and Remuneration Committee, Audit committee, provisions of Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Act") (including any statutory modification(s) or re-enactments thereof for the time being in force), The board of directors of the company at its Meeting held on 05/12/2024 have ratified and accorded its approval to continue to hold an office or place of profit by Mr. Dishant Milan Parikh, being a related party in the Company. The Details of salary which has been increased from Rs. 5,00,000/- p.m. to Rs. 7,00,000/- p.m. and other terms and conditions of salary payable from the Company are given below, subject to such revision as the Board/ Nomination & Remuneration Committee/Audit Committee of the Board may sanction from time to time:

Particulars	Terms of remuneration
Gross Salary	Rs. 7,00,000/- per month i.e. Rs. 84,00,000/- per annum (Gross Salary includes Basic Salary, HRA, Conveyance Allowance and City Allowance)
Commission	The Commission may be payable to Mr. Dishant Milan Parikh as recommended by Nomination and Remuneration Committee and Audit Committee based upon the performance of the Company.
Income from Associate Companies or subsidiary Companies, subject to revision by their board.	NA
Employee Stock Options	NA

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Other Condition(s):

1. Reimbursement of all actual expenses or charges incurred by Mr. Dishant Milan Parikh for and on behalf of the Company in furtherance of its business or objectives subject to such ceiling as may be decided by the Board (including Committees).
2. Leaves will be as per the Rules of the Company, as may be amended from time to time as per the current policy.

Explanation:

1. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable.
2. The aforesaid remuneration payable to Mr. Dishant Milan Parikh can be revised from time to time by the Board of Directors or its Committee based on the approval of Members except the revision undertaken by considering the provisions of the Act.
3. The remuneration is in line with the Industrial Standards for managerial personnel falling under the same cadre. Thus, the Members are requested to consider revision in salary of Mr. Dishant Milan Parikh, CFO.
4. Income-Tax in respect of the above remuneration shall be deducted as per the applicable Income Tax Laws / Rules.

The Board of Directors of the Company recommends the Resolution for the approval of the Members, in the best interest of the Company.

Except Mr. Milan Parikh, Mrs. Vidhi Parikh and Mrs. Anal Parikh, none of the directors are interested in the above resolution except to the extent of their shareholdings.

For and on Behalf of Board
Jainam Broking Limited

Vidhi Parikh

Vidhi Dishant Parikh
Whole Time Director
DIN: 07788145

JAINAM BROKING LIMITED

Date: 05/12/2024
Place: Surat

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 Extra Ordinary General Meeting of the Company held on Tuesday, 31st December, 2024 at 11:00 AM at the corporate office of the Company at Jainam House, Plot No. 42, Near Shardayatan School, Piplod, Surat 395007, Surat.

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(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.

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]

EXTRA ORDINARY GENERAL MEETING OF JAINAM BROKING LIMITED TO BE HELD ON TUESDAY, 31/12/2024 AT 11:00 AM AT THE CORPORATE OFFICE OF THE COMPANY

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

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

(1) Name: ______________________ Address: ___________________________________
E-mail ID: ___________________ Signature ________________________________ or failing him / her

(2) Name: ______________________ Address: _________________________________
E-mail ID: ___________________ Signature ________________________________or failing him / her

(3) Name: ______________________ Address: _________________________________
E-mail ID: ___________________ Signature _______________________________

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting for the year 2023-24 of the Company, to be held on Tuesday, 31/12/2024 at 11:00 a.m. at the Corporate office of the company at any adjournment thereof in respect of such resolutions as are indicated below. (Mentioned in detail in EOGM Notice):

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

Signed this ________________________ day of ______________2024

Member's Folio No. _________________________

Signature of shareholder(s) __________________________________

Signature of proxy holder(s)_________________________________

Affix Revenue Stamp.

Notes:

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

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