Date: July 17, 2025

Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

Scrip Code – 531861
Sub: Notice of 30th Annual General Meeting – Regulation 30 (2) SEBI (LODR) Regulations, 2015

Dear Sir/ Ma'am,

This is to inform that the 30th Annual General Meeting ("AGM") of the members of the Company will be held on Saturday, 09th August, 2025 at 10:00 a.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Notice convening the 30th Annual General Meeting of the Company is attached to this letter.

We hope you will find the same in order and take the same on records.

Thanking you,

Yours faithfully,

For Joindre Capital Services Limited

JOINDRE CAPITAL SERVICES LTD. MUMBAI

Sweta Jain
Company Secretary

NOTICE

Notice is hereby given that the Thirtieth Annual General Meeting of the Members of **JOINDRE CAPITAL SERVICES LIMITED** ("the Company") will be held on Saturday, 09th August, 2025 at 10:00 A.M. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) facility to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Annual Financial Statements of the Company for the financial year ended 31st March, 2025 and the Report of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Annual Financial Statements of the Company for the financial year ended 31st March, 2025 and the report of the Auditors thereon.
3. To declare dividend of Re. 2 per equity share (20%) of face value Rs. 10 each for the financial year ended 31st March, 2025.
4. To appoint a Director in place of Mr. Paras Kesharmal Bathia (DIN: 00056197), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Anil Devichand Mutha (DIN: 00051924), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

6. Appointment of M/s. P. C. Shah & Co., Company Secretaries (ICSI Unique Code: S2023MH955400) as Secretarial Auditors of the Company:

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

   "RESOLVED THAT pursuant to the provisions of Sections 204 and 179(3) of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable circulars issued thereunder from time to time, M/s. P. C. Shah & Co., Company Secretaries (ICSI Unique Code: S2023MH955400), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Secretarial Auditors in accordance with the applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Annexure 2 of SEBI circular dated 31st December, 2024, and the certificate issued by the Peer Review Board of the Institute of Company Secretaries of India (ICSI), be and are hereby appointed as the Secretarial Auditors of the Company to hold office for a term of five consecutive financial years, i.e., from financial year 2025-26 to financial year 2029-30, on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

   RESOLVED FURTHER THAT in case of any casual vacancy arising in the office of the Secretarial Auditor due to resignation, disqualification, or otherwise, the Board of Directors of the Company be and is hereby authorized to fill such vacancy and such appointment shall be ratified at the next Annual General Meeting.

   RESOLVED FURTHER THAT the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

7. Re-appointment and payment of remuneration to Mr. Anil Mutha (DIN No. 00051924), the Chairman and Whole-time Director of the Company for a period of five years commencing from 15th September, 2025

   To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution :

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V of the said Act, as amended from time to time, and in terms of Regulation 17(6)(e) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, consent and approval be and is hereby accorded to the re-appointment and payment of remuneration and perquisites to Mr. Anil Mutha (DIN: 00051924), the Chairman and Whole-time Director of the Company, for a period of five years commencing from 15th September, 2025, as per the details given in the explanatory statement, with such increase in remuneration and perquisites, if permissible as per the provisions of the Act and Listing Regulations, and as may be decided by the Board of Directors (hereinafter referred to as "the Board", which term shall include its Committee constituted for the purpose) from time to time and on the terms and conditions set out in the draft letter of appointment.

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration and perquisites, including the monetary value thereof, as specified in the said draft letter of appointment, to the extent the Board of Directors may consider appropriate and as may be permitted or authorised in accordance with any provision under the Act and the Listing Regulations for the time being in force, provided, however, that the remuneration payable to Mr. Anil Mutha shall be within the limits set out in the said Act, including Schedule V, or any amendments, modifications or re-enactments thereof, and the terms of the aforesaid letter of appointment between the Company and Mr. Anil Mutha shall be suitably modified to give effect to such variation or increase, as the case may be.

   RESOLVED FURTHER THAT in the event of no profit or inadequacy of profits in any financial year of the Company during the tenure of Mr. Anil Mutha as Chairman and Whole-time Director of the Company, the remuneration and perquisites set out in the aforesaid draft letter of appointment be paid or granted to him as minimum remuneration, provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the ceiling provided in Section II(A) of Part II of Schedule V to the said Act, as amended from time to time, or any equivalent statutory re-enactment thereof.

RESOLVED FURTHER THAT approval of the Members be and is hereby granted under Regulation 17(6)(e) of the SEBI Listing Regulations for payment of remuneration to Mr. Anil Mutha as Chairman and Whole-time Director as stated above, notwithstanding that such remuneration may exceed 2.5% of the net profits of the Company or that the aggregate remuneration payable to all executive directors/promoter directors may exceed 5% of the net profits of the Company, as calculated under the Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution."

8. Re-appointment and payment of remuneration to Mr. Dinesh Khandelwal (DIN No. 00052077), the Whole-time Director of the Company for a period of five years commencing from 15th September, 2025

To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V of the said Act, as amended from time to time, and in terms of Regulation 17(6)(e) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, consent and approval be and is hereby accorded to the re-appointment and payment of remuneration and perquisites to Mr. Dinesh Khandelwal (DIN: 00052077), Whole-time Director of the Company, for a period of five years commencing from 15th September, 2025, as per the details given in the explanatory statement, with such increase in remuneration and perquisites, if permissible as per the provisions of the Act and Listing Regulations, and as may be decided by the Board of Directors (hereinafter referred to as "the Board", which term shall include its Committee constituted for the purpose) from time to time and on the terms and conditions set out in the draft letter of appointment.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration and perquisites, including the monetary value thereof, as specified in the said draft letter of appointment, to the extent the Board of Directors may consider appropriate and as may be permitted or authorised in accordance with any provision under the Act and the Listing Regulations for the time being in force, provided, however, that the remuneration payable to Mr. Dinesh Khandelwal shall be within the limits set out in the said Act, including Schedule V, or any amendments, modifications or re-enactments thereof, and the terms of the aforesaid letter of appointment between the Company and Mr. Dinesh Khandelwal shall be suitably modified to give effect to such variation or increase, as the case may be.

RESOLVED FURTHER THAT in the event of no profit or inadequacy of profits in any financial year of the Company during the tenure of Mr. Dinesh Khandelwal as Whole-time Director of the Company, the remuneration and perquisites set out in the aforesaid draft letter of appointment be paid or granted to him as minimum remuneration, provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the ceiling provided in Section II(A) of Part II of Schedule V to the said Act, as amended from time to time, or any equivalent statutory re-enactment thereof.

RESOLVED FURTHER THAT approval of the Members be and is hereby granted under Regulation 17(6)(e) of the SEBI Listing Regulations for payment of remuneration to Mr. Dinesh Khandelwal as Whole-time Director as stated above, notwithstanding that such remuneration may exceed 2.5% of the net profits of the Company or that the aggregate remuneration payable to all executive directors/promoter directors may exceed 5% of the net profits of the Company, as calculated under the Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution."

9. Re-appointment and payment of remuneration to Mr. Paras Bathia (DIN No. 00056197), the Whole-time Director of the Company for a period of five years commencing from 15th September 2025

To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V thereto, and in terms of Regulation 17(6)(e) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and subject to the approval of the Members by way of Special Resolution, and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded to the re-appointment and payment of remuneration and perquisites to Mr. Paras Bathia (DIN: 00056197), Whole-time Director of the Company, for a period of five years commencing from 15th September, 2025, on such terms and conditions as set out in the explanatory statement and draft letter of appointment, including remuneration and perquisites, with liberty to the Board of Directors (hereinafter referred to as "the Board", which term shall include its Committee constituted for the purpose) to alter and vary the terms and conditions including remuneration as it may deem fit and in such manner as may be permitted under the Act and Listing Regulations.

RESOLVED FURTHER THAT in accordance with the provisions of Section 196(3)(a) of the Companies Act, 2013, approval of the Members be and is hereby granted for the continuation of Mr. Paras Bathia as Whole-time Director of the Company beyond the age of 70 years during his term of appointment, considering his vast experience, knowledge, and continued valuable contribution to the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration and perquisites, including the monetary value thereof, as specified in the said draft letter of appointment, to the extent the Board may consider appropriate and as may be permitted under the Act and Listing Regulations, provided that the remuneration remains within the overall limits prescribed in the Act, including Schedule V thereto, or any amendments, modifications, or re-enactments thereof, and the terms of appointment be suitably modified accordingly.

RESOLVED FURTHER THAT in the event of no profits or inadequacy of profits in any financial year during the tenure of Mr. Paras Bathia as Whole-time Director of the Company, the remuneration and perquisites as set out in the draft letter of appointment be paid as minimum remuneration, subject to the ceilings specified under Section II (A) of Part II of Schedule V of the Act, as amended from time to time, or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT approval of the Members be and is hereby granted under Regulation 17(6) (e) of the SEBI Listing Regulations for payment of remuneration to Mr. Paras Bathia as Whole-time Director as stated above, notwithstanding that such remuneration may exceed 2.5% of the net profits of the Company or that the aggregate remuneration payable to all executive directors/ promoter directors may exceed 5% of the net profits of the Company, as calculated under the Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution."

10. To approve the acceptance of deposit from members pursuant to section 73 (2) of the Companies Act, 2013 read with Companies (Acceptance of deposits) Rules, 2014 and in this regard, to consider and if thought fit, to pass, the following resolution as a Special Resolution.

    "RESOLVED THAT pursuant to section 73 (2) of the Companies Act, 2013 read with Companies (Acceptance of deposits) Rules, 2014, the Company shall accept or renew any unsecured deposits from its members, provided that the amount of such unsecured deposits together with the other such unsecured deposits outstanding as on the date of acceptance or renewal of such unsecured deposits shall not exceed 25% of the aggregate of the paid share capital and free reserves of the company.

    RESOLVED FURTHER THAT Mr. Anil Mutha, Chairman or Mr. Paras Bathia, Whole-time Director be and is hereby authorised to do such acts, deeds and things in furtherance and implementation of the said resolution."

By Order of the Board

Place : Mumbai
Date : May 30, 2025

Sweta Jain
Company Secretary

Registered Office:
9/15 Bansilal Building, Office No. 29-32,
3rd Floor, Homi Modi Street,
Fort, Mumbai - 400023

NOTES :

1. Ministry of Corporate Affairs ("MCA") vide its General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and the latest being 09/2024dated September 19, 2024, has permitted companies to hold Annual General Meetings ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of Members at a common venue. In accordance with the said Circulars and the applicable provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings ("SS-2"), the 30th AGM of the Company will be held through VC/ OAVM. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company located at 9/15 Bansilal Building, Office No. 29-32, 3rd Floor, Homi Modi Street, Fort, Mumbai - 400023.
2. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business with respect to Item Nos. 6 to 10 is annexed hereto. Further, additional information pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2, in respect of Directors seeking re-appointment at this AGM is also provided.
3. In accordance with the MCA Circulars and SEBI Circulars, the facility for appointment of proxies by the Members will not be available for this AGM. However, in pursuance of Section 113 of the Act, Institutional/Corporate Members may authorise their representatives to attend the AGM through VC/OAVM and vote on their behalf.
4. Institutional/Corporate Members are requested to access the link https://instavote.linkintime.co.in and upload a certified copy of the Board Resolution/authority letter/ power of attorney etc. together with attested specimen signature of the duly authorised representative in PDF format. The same may also be sent by email to the Scrutinizer at pcshahandco@gmail.com with a copy marked to info@joindre.com.
5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In accordance with the MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, the Notice of AGM along with the Annual Report is being sent electronically to those Members whose e-mail IDs are registered with the Company or their Depository Participants. Members may also note that the Notice and the Annual Report will be available on the Company's website (www.joindre.com), on the website of BSE Limited (www.bseindia.com) and on the RTA website (https:// instameet.in.mpms.mufg.com).
7. The Company has enabled Members to participate in the 30th AGM through VC/OAVM facility provided by M/ s MUFG Intime India Pvt. Ltd. Instructions for participation are provided separately in the Notice. Participation

through VC/OAVM shall be allowed on a first-come-first-served basis. However, no such restriction shall apply to large shareholders (holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of the Committees and Auditors.

8. SEBI, vide Circulars SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular dated August 11, 2023, has introduced a common Online Dispute Resolution ("ODR") portal for redressal of investor grievances. Post exhausting redressal through the Company or RTA and the SCORES portal, investors may initiate resolution through the ODR portal (https://smartodr.in/login).

9. The Company has provided Members the facility to cast their vote electronically through remote e-voting and e-voting at the AGM. Remote e-voting shall commence from Wednesday, August 6, 2025 (10:00 a.m. IST) and end on Friday, August 8, 2025 (5:00 p.m. IST). The e-voting module shall be disabled thereafter.

10. The cut-off date for determining the eligibility of Members to vote through remote e-voting or at the AGM is Saturday, August 2, 2025.

11. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to vote again. Members who have not voted earlier may vote through the e-voting facility available during the AGM.

12. The Company has appointed Mr. Punit Shah, Proprietor of M/s. P. C. Shah & Co., Practicing Company Secretaries, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

13. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, August 3, 2025 to Saturday, August 9, 2025 (both days inclusive), for the purpose of determining entitlement to dividend.

14. If the dividend of Re. 2/- per equity share as recommended by the Board is declared at the AGM, payment will be made on or before Friday, September 6, 2025 to those Members whose names appear in the Register of Members as on the Record Date, i.e., Saturday, August 2, 2025.

15. SEBI vide its Circular dated November 3, 2021, and subsequently amended by Circulars dated December 14, 2021, March 16, 2023 and November 17, 2023, has mandated that with effect from April 1, 2025, dividend payments to shareholders holding shares in physical form shall be made only through electronic mode. Such payments shall be made only if the folios are fully KYC compliant, i.e., all the following details are registered and verified by the RTA: PAN, nomination, contact details, mobile number, complete bank account particulars, and specimen signature.

    In case of non-updation of any of the above details, dividend/interest shall not be paid at all, unless and until the shareholder furnishes the said details in entirety and the same are duly validated by the RTA.

    To receive the dividend on time, Members holding shares in physical form are requested to ensure that their folios are fully KYC compliant and that the requisite details are updated well before the Record Date, i.e. August 2, 2025.

    Members are required to submit the following documents to our RTA - MUFG Intime India Private Limited - so as to reach before the Record Date:

    a. Form No. ISR-1 duly filled and signed by the holders indicating folio number, name, complete postal address with PIN code, and bank account particulars including:
        i. Name of the Bank and Branch;
        ii. Bank Account Number and Account Type (as per CBS);
        iii. 11-digit IFSC Code;
        iv. 9-digit MICR Code.
    b. Original cancelled cheque bearing the name of the first holder (in case of joint holdings);
    c. Self-attested copy of PAN Card of all holders;
    d. Self-attested copy of valid address proof (such as Aadhaar, Passport, Voter ID, or Driving Licence);
    e. Form ISR-2 duly filled and signed (attested by Bank Manager if signature verification is required);
    f. Form SH-13 for registering nomination or ISR-3 to opt out of nomination.

    The above Investor Service Request Forms (ISR) are available at the RTA's website: https://www.in.mpms.mufg.com → Resources → Downloads → KYC → Formats for KYC.

    For any assistance, shareholders may contact the Company or the RTA directly. Shareholders are urged to act promptly to avoid delay or forfeiture of dividend due to non-compliance.

16. Members holding shares in physical form are requested to ensure KYC compliance by submitting the following documents to MUFG Intime India Private Limited:
    - Duly filled and signed Form ISR-1
    - Self-attested copy of PAN Card of all holders
    - Cancelled cheque leaf with name of first holder
    - Address proof (Aadhaar/Passport/Driving License, etc.)
    - Form ISR-2 (if applicable)
    - SH-13 / ISR-3 for nomination or opting out

17. SEBI vide Circular dated March 16, 2023, has mandated registration of PAN, email address, mobile number, bank account details, signature and nomination for physical folios. Non-compliance with the above will lead to restriction on processing any service request or dividend payment.

18. Dividends that remain unpaid/unclaimed for seven consecutive years shall be transferred to the Investor Education and Protection Fund ("IEPF"). Corresponding shares shall also be transferred. Members may claim their shares/dividends from IEPF Authority by filing Form IEPF-5 available at www.iepf.gov.in.

19. SEBI, through amendments to Regulation 40 of SEBI LODR and circular dated January 25, 2022, has mandated that securities held in physical form shall be transferred/ transposed/ transmitted only in demat mode. Members holding shares in physical form are requested to dematerialise their holdings at the earliest.

20. **Members are requested to:**

i) Register their email ID and Bank Account details: In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent ("RTA") or Depositories, login details for e-voting are being sent to the registered email address.

The Company has made arrangements with MUFG Intime India Private Limited for registration of email and bank account mandate.

In case the shareholder has not registered his/her/ their email address with the Company/its RTA/ Depositories or has not updated the bank account mandate for receipt of dividend, the following steps are to be followed:

a. Log in to the RTA website (https:// www.in.mpms.mufg.com) under Investor Services > Email/Bank detail Registration. Fill in the required details and upload the necessary documents.

b. In case of shares held in demat form: Contact your Depository Participant (DP) and update your email and bank account details as per their prescribed process.

ii) Quote ledger folio numbers in all correspondence.

iii) Consolidate multiple folios and transfer shares in joint names to avoid future inconvenience.

iv) Send any queries regarding accounts or business at least 10 days before the AGM to info@joindre.com to enable the management to respond appropriately.

21. In terms of SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/72 dated June 8, 2023, MUFG Intime India Pvt. Ltd., Registrar and Share Transfer Agent, has launched a secure, web-based investor portal named 'SWAYAM' accessible at https:// swayam.in.mpms.mufg.com.

'SWAYAM' enables shareholders to: - Generate and track investor service requests/complaints - View PAN-based investments and consolidated company-wise holdings - Monitor corporate actions such as dividend, bonus, interest, and split - Access and download holding statements and benefit status - Claim unpaid amounts - Submit service requests for both demat and KYC-compliant physical securities

The platform offers user-friendly navigation with Two-Factor Authentication (2FA) for enhanced security. Members are encouraged to register and utilize the portal for streamlined investor services.

22. Under the Act, dividends that are unclaimed / unpaid for a period of seven (7) years from the date of their transfer are required to be transferred to the Investor Education and Protection Fund (IEPF) administered by the Central Government. An amount of Rs. 1,18,756 being unclaimed /unpaid dividend of the Company for the financial year ended 31st March, 2017 was transferred to IEPF. The last date for claiming unclaimed and unpaid dividends declared by the Company for the financial year ended 31st March, 2018 and thereafter is as under:

Financial Year	Date of Declaration of Divided	Last Date of Claiming Unpaid Dividend
Final Dividend 2017 - 2018	01.09.2018	06.10.2025
Final Dividend 2018 - 2019	24.08.2019	28.09.2026
Final Dividend 2019 - 2020	19.09.2020	24.10.2027
Final Dividend 2020 - 2021	28.08.2021	02.10.2028
Final Dividend 2021 - 2022	10.09.2022	15.10.2029
Final Dividend 2022 - 2023	05.08.2023	09.09.2030
Final Dividend 2023 - 2024	17.08.2024	21.09.2031

23. Voting through electronic means:

i) Remote e-voting shall commence on Wednesday, August 6, 2025 (10:00 a.m. IST) and end on Friday, August 8, 2025 (5:00 p.m. IST). The remote e-voting module shall be disabled thereafter.

ii) Members holding shares in physical or dematerialized form as on the cut-off date, Saturday, August 2, 2025, shall be eligible to vote.

iii) In the case of joint holders attending the AGM, only the first holder in the order of names shall be entitled to vote.

iv) Members who have not cast their vote through remote e-voting can vote during the AGM via the e-voting system provided.

v) Members who have already voted via remote e-voting may attend the AGM but shall not be eligible to vote again.

vi) The Scrutinizer will, after the conclusion of voting at the AGM, first unblock the votes cast at the meeting and thereafter those cast through remote e-voting and prepare a Consolidated Scrutinizer's Report within two days of the conclusion of the AGM. The same will be submitted to the Chairman or an authorised representative.

vii) The results declared, along with the Scrutinizer's Report, will be available on the Company's website (www.joindre.com), the RTA website (https:// instavote.linkintime.co.in) and will be submitted to BSE Limited.

viii) The resolution shall be deemed to be passed on the date of the AGM i.e. Saturday, August 9, 2025, subject to receipt of requisite number of votes.

ix) As per SEBI Circular SEBI/HO/CFD/CMD/CIR/P/2025/242 dated December 9, 2025, and Regulation 44 of the Listing Regulations, all listed entities must offer remote e-voting. SEBI has now enabled a single-login facility for demat account holders through their Depository or DP website to streamline authentication and ease of voting, removing the need to register separately with e-voting service providers (ESPs).

24. Members who wish to express their views or ask questions during the AGM may register themselves as speakers by sending their request in advance, along with their queries, to the Company at info@joindre.com. The request should include the Member's name, Demat Account Number/Folio Number, email ID, and mobile number. Only those speaker registration requests received till 5:00 p.m. (IST) on Wednesday, August 6, 2025 shall be considered. The Company reserves the right to restrict the number of questions and speakers depending on the availability of time and for ensuring smooth conduct of the AGM.

25. The results declared along with the Scrutinizer's Report will be placed on the Company's website (www.joindre.com), on the website of Link Intime (https://instavote.linkintime.co.in) and will be submitted to BSE Limited. The resolution shall be deemed to be passed on the date of the AGM i.e. Saturday, August 9, 2025, subject to receipt of requisite number of votes.

The instructions for shareholders voting electronically and joining the e-AGM are as under:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login".

b) Enter User ID and Password. Click on "Login"

c) After successful authentication, you will be able to see e-Voting services under Value added services. 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.

OR

Shareholders who have not registered for NSDL 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) Proceed with updating the required fields.

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

d) After successful login, 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 - Individual Shareholders directly visiting the e-voting website of NSDL

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 sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

a) 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.

b) 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 - Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com.

b) Click on New System Myeasi Tab

c) Login with existing my easi username and password

d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.

e) Click on "Link InTime/ 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.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration

b) Proceed with updating the required fields.

c) Post registration, user will be provided username and password.

d) After successful login, user able to see e-voting menu.

e) Click on "Link InTime / 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 - Individual Shareholders directly visiting the e-voting website of CDSL

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

b) Go to e-voting tab.

c) Enter 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) After successful authentication, click on "Link InTime / 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 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) After successful authentication, click on "Link InTime / 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 for InstaVote as under:

a) Visit URL: https://instavote.linkintime.co.in

Shareholders who have not registered for INSTAVOTE facility:

b) Click on **"Sign Up"** under 'SHARE HOLDER' tab and register with your following details:

A. User ID:

NSDL demat account - User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account - User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form - User ID is Event No + Folio Number registered with the Company.

B. 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.

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. 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 'D' above*

***Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- 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).

- Enter Image Verification (CAPTCHA) Code
- Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

c) Click on **"Login"** under 'SHARE HOLDER' tab.

A. User ID: Enter your User ID

B. Password: Enter your Password

C. Enter Image Verification (CAPTCHA) Code

D. Click "Submit"

d) Cast your vote electronically:

A. After successful login, you will be able to see the "Notification for e-voting".

B. Select 'View' icon.

C. E-voting page will appear.

D. 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).

E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

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.

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:

A. 'Investor ID' -

i. NSDL demat account - User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e., IN00000012345678*

ii. CDSL demat account - User ID is 16 Digit Beneficiary ID.

B. 'Investor's Name - Enter Investor's Name as updated with DP.

C. 'Investor PAN' - Enter your 10-digit PAN.

D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**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.*

E. 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 - Voting through remote e-voting

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."** for which you want to cast vote.

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).

f) After selecting the desired option i.e. Favour / Against, click on 'Submit'.

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.

OR

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will be able to see the "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).

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 a 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 a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

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 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.
- Click **"forgot password?"**
- Enter User ID, select Mode 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, Bank Account Number (last four digits) 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.*

User ID:

NSDL demat account - User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account - User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form - User ID is Event No + Folio Number registered with the Company.

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
- Click **"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.

- 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".

InstaVOTE

Team InstaVote

MUFG Intime India Private Limited
(Formerly Link Intime India Private Limited)

Process and manner for attending the General Meeting through InstaMeet:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

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

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 Mobile No with the DP shall enter the mobile no.

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.

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 panelist 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 panelist 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 the link for e-Voting "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.

InStaMeet

Team InstaMeet
MUFG Intime India Private Limited
Formerly Link Intime India Private Limited

EXPLANATORY STATEMENT

The Statement under section 102 of the Companies Act, 2013

Item No. 6: Appointment of Secretarial Auditors

Pursuant to provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practising Company Secretary.

In terms of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditors also requires the approval of the members. Further, such Secretarial Auditors must be peer-reviewed by the Institute of Company Secretaries of India (ICSI) and must not have incurred any of the disqualifications specified under applicable laws.

In light of the aforesaid, the Board of Directors of the Company has recommended the appointment of M/s. P. C. Shah & Co., Company Secretaries (ICSI Unique Code: S2023MH955400), as the Secretarial Auditors of the Company for a term of five consecutive financial years commencing from April 1, 2025 till March 31, 2030.

M/s. P. C. Shah & Co. is a reputed firm of Company Secretaries based in Mumbai, with substantial experience in corporate compliance and governance matters. It is a professionally managed proprietorship firm led by Mr. Punit Shah. The firm has been peer-reviewed by the ICSI and holds a valid Peer Review Certificate. M/s. P. C. Shah & Co. has confirmed its consent to act as the Secretarial Auditors and its eligibility for such appointment under the applicable provisions.

In accordance with regulation 36 (5) of the Listing Regulations, the disclosures in respect of appointment of secretarial auditors are given below:

Sr. No.	Particulars	Disclosure
1.	Name of Firm of Secretarial Auditor	M/s. P. C. Shah & Co., (ICSI ID No: S2023MH955400)
2.	Name of Secretarial Auditor	Mr. Punit Pradip Shah (Membership No. A20536; Certificate of Practice: 7506)
3.	Financial year for which appointment is proposed	5 Financial Years beginning from 31st March, 2026 onwards
4.	Proposed Fees payable	Rs. 50,000 + applicable taxes and out of pocket expenses incurred by them.
5.	Terms of appointment	Appointment for a period of 5 consecutive years w.e.f. 1st April, 2025. The Board of Directors, in consultation with them, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the secretarial auditors. Besides the secretarial audit services, the Company would also obtain certification services from the secretarial auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with them.
6.	In case of new secretarial auditor any material change in the fee payable to such auditor from that paid to outgoing auditor along with rationale for such change.	The Company is appointing M/s. P. C. Shah & Co., as its secretarial auditors. There is no material change in their fees.
7.	Basis for recommendation for appointment including the details in relation to and credentials of the secretarial auditor proposed to be appointed.	M/s. P. C. Shah & Co., have confirmed their consent to act as Secretarial Auditors and eligibility under Regulation 24A of Listing Regulations and Annexure 2 of circular dated 31st December, 2024 issued by Securities and Exchange Board of India. They have also confirmed that they hold a valid certificate of Peer Review issued by the Institute of Company Secretaries of India. The Board of Directors reviews the independence of the Secretarial Auditor.

As per Regulation 24A of Listing Regulations, the appointment of secretarial auditor requires approval of the members by an ordinary resolution. Accordingly, the approval of the members is sought for the above appointment by means of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the aforesaid appointment for approval of the members.

Item No. 7 to 9: Re-appointment and payment of remuneration to Whole-time Directors

The Company, at its Board Meeting held on May 30, 2025, re-appointed Mr. Anil Mutha, Mr. Dinesh Khandelwal, and Mr. Paras Bathia as Whole-time Directors of the Company for a period of five years from 15th September, 2025. The Nomination and Remuneration Committee of Directors, at its meeting held on May 30, 2025, recommended the remuneration payable to the Whole-time Directors. The Board of Directors of the Company, on the recommendations of the Nomination and Remuneration Committee, approved the remuneration payable to the Whole-time Directors, subject to approval of the shareholders, with power to the Board to make such variations or increases thereto as may be thought fit from time to time, but within the overall ceiling laid down under the Companies Act, 2013 or any statutory amendment or relaxation thereof.

Brief Profile of Mr. Anil Mutha (DIN: 00051924)

Mr. Anil Mutha is a qualified professional with degrees in Commerce (B.Com, M.Com), Law (LL.B.), and professional certifications as a Chartered Accountant (A.C.A.) and Cost Accountant (A.I.C.W.A.). He possesses over 37 years of extensive experience in the capital market, financial services, and corporate governance. His deep understanding of financial regulations, compliance, and strategic planning has been instrumental in guiding the Company's business operations and growth. He has been associated with the Company since its early years and has played a pivotal role in its leadership and decision-making processes.

Justification for Re-appointment:

His vast professional qualifications, leadership experience, and expertise in capital market operations make him highly suitable for continuing as a Whole-time Director.

Brief Profile of Mr. Dinesh Khandelwal (DIN: 00052077)

Mr. Dinesh Khandelwal is a Commerce graduate with over 37 years of experience in the capital market and financial services sector. He has vast experience in managing back-office operations, compliance, and investor services. His expertise lies in regulatory compliances, administrative management, and streamlining operational processes. He has been serving as a Director since May 1995 and has actively contributed towards enhancing internal controls and compliance management within the Company. He serves as a member of the Stakeholders Relationship Committee.

Justification for Re-appointment:

His long-standing experience in capital markets and investor services, combined with his operational and compliance knowledge, supports his continued association as a Whole-time Director of the Company.

Brief Profile of Mr. Paras Bathia (DIN: 00056197)

Mr. Paras Bathia is a Commerce graduate and has over 39 years of rich experience in the capital market and securities industry. He has been closely involved in the broking and financial services sector and possesses strong operational expertise in areas such as client servicing, stock broking operations, and compliance. He has been a part of the Board of the Company since July 1998 and has contributed significantly towards the smooth functioning of its business activities. He also serves as a member of the Audit Committee and the Stakeholders Relationship Committee of the Company.

Justification for Re-appointment:

His in-depth market knowledge, operational experience, and long-standing association with the Company strongly justify his re-appointment as a Whole-time Director.

Note: Mr. Paras Bathia will attain the age of 70 years in March 2026 during the tenure of his proposed re-appointment. In terms of Section 196(3)(a) of the Companies Act, 2013, the Company is also seeking approval of the members by way of Special Resolution for his continuation as Whole-time Director beyond the age of 70 years, considering his vast experience and continued valuable contribution to the Company.

A) Remuneration:

Name of Director	Designation	Salary
Mr. Anil Mutha	Chairman / Whole-time Director	₹ 3,50,000/- p.m.
Mr. Dinesh Khandelwal	Whole-time Director	₹ 1,50,000/- p.m.
Mr. Paras Bathia	Whole-time Director	₹ 1,00,000/- p.m.

B) Perquisites:

- Medical Reimbursement: As per the rules of the Company from time to time.
- Provident Fund: Company's contribution as per rules.
- Gratuity: As per the rules of the Company.
- Personal Accident Insurance: As applicable to senior employees as per Company rules.

Non-Monetary Ceiling Perquisites:

- The Company's contribution to the Provident Fund and Superannuation Fund or Annuity Fund shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the provisions of Income Tax Act.
- Gratuity: One half of a month's salary for each completed year of service in accordance with the Rules of the Company
- Leave Encashment: Leave salary as per the rules of the Company; Encashment of Leave shall be at the end of the tenure.

C) Increments:

Annual increments shall be decided by the Board within the overall ceiling laid down in Schedule V of the Companies Act, 2013.

D) Minimum Remuneration:

The Whole-time Directors will be paid remuneration as stated above. They shall also be eligible for yearly increments as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, provided that the total remuneration, including salary, perquisites, allowances, and increments, shall not exceed the higher of the following limits:

a. The ceiling prescribed in Part II, Para A of Schedule V to the Companies Act, 2013, based on the effective capital of the Company for the respective financial year; or

b. Such amount such that the total remuneration payable to all Executive Directors does not exceed 10% of the net profit of the Company for the respective financial year, as computed in accordance with Section 198 of the Companies Act, 2013.

The disclosures required to be made under Part II, Section II, Para B(iv) of Schedule V to the Act are annexed as 'Annexure A' to this Explanatory Statement.

Other Terms:

- The Whole-time Directors shall be subject to retirement by rotation.
- They shall not be entitled to sitting fees for attending meetings of the Board or Committees.
- The draft letters of appointment are available for inspection at the Registered Office of the Company during business hours on working days till the date of the AGM.

Concern or Interest:

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Anil Mutha, Mr. Dinesh Khandelwal, and Mr. Paras Bathia, are concerned or interested, financially or otherwise, in these resolutions.

Board Recommendation:

The Board recommends the resolutions at Item Nos. 7, 8, and 9 for the approval of the members.

The disclosure of re-appointment of Whole Time Director as per requirements of Regulation 36(3) of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 ('SEBI Listing Regulations') and Secretarial Standard ('SS-2') on General Meetings issued by the Institute of Company Secretaries of India are made at Annexure to the Notice.

Annexure 'A'

As per the Part II, Section II, Para B (iv) of Schedule V of the Act, the Company hereby furnishes the following information:

I. GENERAL INFORMATION:

Sr. No.	Particulars	Information	
1.	Nature of Industry	Financial Services - Stock Broking and Capital Market related activities	
2.	Date or expected date of commencement of Commercial Production	The Company is engaged in Share and Stock Broking and Allied Capital Market Activities since 1995.	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable	
4.	**Financial performance based on given indications.**	**31-03-2025 (Rs. in Lakhs)**	**31-03-2025 (Rs. in Lakhs)**
	Total Income	**4847.53**	4151.00
	Net Profit before Tax	**1337.92**	312.25
	Net Profit After Tax	**996.68**	233.51
5.	Foreign investments or collaborators, if any	Not Applicable	

II. INFORMATION ABOUT THE APPOINTEE'S :

Sr. No.	Particulars	Mr. Anil Mutha	Mr. Dinesh Khandelwal	Mr. Paras Bathia
1.	Background Details	Promoter Director, associated since incorporation; over 37 years' experience in Capital Market, Chartered Accountant & Cost Accountant	Director since 1995; over 37 years' experience in Capital Market & Financial Services	Director since 1998; over 39 years' experience in Capital Market & Securities Industry
2.	Past Remuneration	₹ 3,50,000 per month	₹ 1,50,000 per month	₹ 1,00,000 per month
3.	Recognition or Awards	Nil	Nil	Nil
4.	Job Profile and Suitability	As Chairman and Whole-time Director, responsible for overall business strategy, compliance, governance, and financial management	Whole-time Director handling back-office, compliance, and internal operations	Whole-time Director overseeing stock broking operations, client services, and operational compliance
5.	Remuneration Proposed	₹ 3,50,000 per month, with yearly increments as per Board approval, subject to statutory ceilings	₹ 1,50,000 per month, with yearly increments as per Board approval, subject to statutory ceilings	₹ 1,00,000 per month, with yearly increments as per Board approval, subject to statutory ceilings
6.	Comparative Remuneration Profile	The proposed remuneration is in line with remuneration drawn by similar size financial services companies, considering their role, experience, and responsibilities	The proposed remuneration is in line with remuneration drawn by similar size financial services companies, considering their role, experience, and responsibilities	The proposed remuneration is in line with remuneration drawn by similar size financial services companies, considering their role, experience, and responsibilities
7	Pecuniary Relationship with Company	Holds 17,71,000 equity shares; promoter	Holds 7,71,600 equity shares	Holds 12,66,850 equity shares; promoter

III. OTHER INFORMATION:

Sr. No.	Particulars	Information
1.	Reasons of loss or inadequate profits	The Company has adequate profits presently. However, due to market fluctuations, regulatory changes, or lower trading volumes, the profitability may be impacted in future.
2.	Steps taken or proposed to be taken for improvement	The Company is focused on strengthening broking operations, cost management, and improving investor servicing to sustain and enhance profitability.
3.	Expected increase in productivity and profits in measurable terms	The Company expects stable business growth by expanding its client base and improving operational efficiency in the coming years.

Item no. 10: To approve the acceptance of deposit from members

In terms of section 73 (2) of the Companies Act, 2013 read with Companies (Acceptance of deposits) Rules, 2014, A Company may accept deposits from its members on such terms and condition as specified in the section and by passing the special resolution at general meeting.

In order to augment resources for, inter-alia, short-term working capital and for general corporate purposes, the Company may accept deposits from members upto 25% of its paid-up share capital and free reserves. The Board of Director is of opinion that the resolution is in the best interest of the Company.

The resolution has accordingly been proposed for the approval of the members pursuant to Section 73 (2) of the Companies Act, 2013. All the Directors of the Company may be deemed to be interested in the resolution to the extent of their shareholdings in the Company.

By Order of the Board

Place : Mumbai
Date : May 30, 2025

Sweta Jain
Company Secretary

Registered Office:
9/12, Bansilal Building, Office No. 29-32,
3rd Floor, Homi Modi Street,
Fort, Mumbai 400023

ANNEXURE TO THE NOTICE

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

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of the Director	**Mr. Anil Mutha**	**Mr. Paras Bathia**	**Dinesh Khandelwal**
DIN	00051924	00056197	00052077
Date of Birth	03/11/1960	27/03/1956	30-06-1962
Nationality	Indian	Indian	Indian
Date of appointment on Board	21/03/1995	09/07/1998	10-05-1995
Qualification	B.Com, A.C.A, LL.B., M.Com., A.I.C.W.A.	B.Com	B.Com
Expertise in specific functional area	37 years' experience in capital market	39 years' experience in capital market.	37 years' experience in capital market
Remuneration last drawn (including sitting fees, commission if any)	The remuneration details are mentioned in Board's Report and Report on Corporate Governance forming part of Annual Report of the Company	The remuneration details are mentioned in Board's Report and Report on Corporate Governance forming part of Annual Report of the Company	The remuneration details are mentioned in Board's Report and Report on Corporate Governance forming part of Annual Report of the Company
Remuneration proposed to be paid	As per existing approved terms and conditions	As per existing approved terms and conditions	As per existing approved terms and conditions
Shareholdings in Joindre Capital Services Ltd.,	1771000	1266850	771600
In case of Non-Executive Director the shareholding including shareholding as Beneficial Owner.	NA	NA	NA
Directorship (excluding foreign, private and Section 8 Companies)	Nil	Nil	Nil
Committee Memberships	Nil	Stakeholders Relationship Committee and Audit Committee	Stakeholders Relationship Committee
Relationships with other Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel
Number of meetings of the board attended during the financial year (2024-25)	5/5	5/5	5/5
Directorships in other Public Limited Companies along with listed entities from which the person has resigned in the past three years.	Nil	Nil	Nil
Memberships of Committees in other Public Limited Companies (includes only Audit & Shareholders / Investors Grievances Committee)	Nil	Nil	Nil
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	N.A.	N.A.	NA