

KJMC CORPORATE ADVISORS (INDIA) LIMITED

Merchant Banker : SEBI Registration No.: MB/INM000002509



KJMC

ADVICE MATTERS

Date: - September 02, 2024

To,
The Department of Corporate Services - CRD,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.
Scrip Code: 532304

Sub: Submission of notice of the 26th Annual General Meeting to be held on September 24, 2024 through VC/OAVM

Dear Sir/Madam,

With reference to the above captioned subject, we wish to inform you that the 26th Annual General Meeting ("AGM") of the members of the Company will be held on Tuesday, September 24, 2024 at 5:00 P.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") facility to transact the Businesses as set out in the Notice convening the 26th AGM. The Notice of 26th Annual General Meeting is attached with this letter.

You are requested to kindly take same on record.

Thanking you,

Yours faithfully,
For KJMC Corporate Advisors (India) Limited

MITI HITEN
SHAH

Miti H Shah
Company Secretary & Compliance Officer
ACS: A49348

Encl: a/a

Regd. office : - 162, 16th Floor, Atlanta, Nariman Point, Mumbai - 400 021.

Tel.: +91-22-2288 5201-2, 4094 5500 ● Fax: +91-22-2285 2892 ● Email: cosec@kjmc.com ● Website : www.kjmccorporate.com

CIN : L67120MH1998PLC113888

To,
The Members
KJMC Corporate Advisors (India) Limited

NOTICE is hereby given that the 26th Annual General Meeting of the Members of **KJMC Corporate Advisors (India) Limited** (CIN: L67120MH1998PLC113888) will be held on Tuesday, September 24, 2024 at 5.00 p.m. through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), to transact the following businesses: -

ORDINARY BUSINESSES: -

1. To receive, consider and adopt:
 - a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon; and
 - b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mrs. Shraddha Jain (DIN: 00156306) Non-Executive Director, who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. To appoint Mr. Shyam Ramsharan Khandelwal (DIN: 05147157) as an Independent Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Shyam Ramsharan Khandelwal (DIN: 05147157), who pursuant to the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Director of the Company in the category of Independent Director w.e.f. August 13, 2024, and who in terms of Section 161(1) of the Act, shall hold office upto the date of this Annual General Meeting and in respect to whom the Company has received a notice in writing proposing his candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Non- Executive Director of the Company, not liable to retire by rotation, to hold office for two consecutive years from August 13, 2024 to August 12, 2026.”

RESOLVED FURTHER THAT Mr. Girish Jain, Whole Time Director and/ or Mr. Rajnesh Jain, Director and/ or Ms. Miti Shah, Company Secretary of the Company be and are hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto.

4. To appoint Ms. Pranjali Bhandari (DIN:09703528) as an Independent Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force), Ms. Pranjali Bhandari (DIN:09703528), who pursuant to the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Director of the Company in the category of Independent Director w.e.f. August 13, 2024, and who in terms of Section 161(1) of the Act, shall hold office upto the date of this Annual General Meeting and in respect to whom the Company has received a notice in writing proposing her candidature for the office of Independent Director of the Company, be and is hereby appointed as an Independent Non- Executive Director of the Company, not liable to retire by rotation, to hold office for two consecutive years from August 13, 2024 to August 12, 2026.”

RESOLVED FURTHER THAT Mr. Girish Jain, Whole Time Director and/ or Mr. Rajnesh Jain, Director and/ or Ms. Miti Shah, Company Secretary of the Company be and are hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto.”

5. Material Related Party Transaction between KJMC Capital Market Services Limited, a wholly owned subsidiary with Puja Trades & Investments Private Limited.

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

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], other applicable laws/statutory provisions, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as per the details furnished in the Explanatory Statement annexed herewith, between KJMC Capital Market Services Limited, a wholly owned subsidiary with Puja Trades & Investments Private Limited on such terms and conditions as may be mutually agreed between the said parties for an aggregate value upto INR. 5.00 Crores (Rupees Five Crores Only) per annum for the period upto 27th Annual General Meeting of the Company to be held during the year 2025 provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is/are carried out at an arm’s length pricing basis and in the ordinary course of business.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers

herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respects.”

6. Material Related Party Transaction between KJMC Capital Market Services Limited, a wholly owned subsidiary with KJMC Financial Services Limited.

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

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], other applicable laws/statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as per the details furnished in the Explanatory Statement annexed herewith, between KJMC Capital Market Services Limited, a wholly owned subsidiary with KJMC Financial Services Limited on such terms and conditions as may be mutually agreed between the said parties for an aggregate value upto INR. 10.00 Crores (Rupees Ten Crores Only) per annum for the period upto 27th Annual General Meeting of the Company to be held during the year 2025 provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is/are carried out at an arm’s length pricing basis and in the ordinary course of business.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respects.”

7. To re-appoint Mr. Girish Jain (DIN: 00151673) as a Whole Time Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for the re-appointment of Mr. Girish Jain (DIN: 00151673) as Whole Time Director (WTD) of the Company, for a period of 3 (three) years with effect from April 1, 2025 to March 31, 2028, on the following terms and conditions:

I. Basic Salary:

Rs. 2,00,000/- (Rupees Two lakhs only) per month with such increases as may be decided by the Board of Directors (which includes any Committee thereof) from time to time.

II. Perquisites and allowances:

In addition to the Salary, the following perquisites, allowances shall be allowed:

- (i) Payment/ Reimbursement of medical expenses incurred for self and family in India or abroad, including hospitalization, nursing home and surgical charges and in case of medical treatment abroad, the air-fare, boarding/lodging for patient and attendant.
- (ii) Payment/ Reimbursement of actual traveling expenses in India or Abroad for proceeding on leave twice in a block of four years in respect of himself and family.
- (iii) Payment/ Reimbursement of membership fees for clubs in India or abroad, including any admission / life membership fees.
- (iv) Mediclaim and Life insurance policy for himself and family.
- (v) Keyman insurance policy.
- (vi) Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, as may be approved by the Board of Directors from time to time.
- (vii) Payment/ Reimbursement of entertainment expenses incurred in the course of business of the company.
- (viii) Payment/ Reimbursement of educational expenses including academic fees, tuition fees, hostel charges, travelling expenses, housing expenses, food/ meal expenses, travel and health insurance etc. for maximum of two children’s in India or outside India.
- (ix) Company’s contribution to provident fund and superannuation fund to the extent these either singly or put together are not taxable under the Income-tax Act.
- (x) Gratuity at the rate of half month’s salary for each year of service.

- (xi) Leave with full pay as per the rules of the company, with encashment of unavailed leave being allowed.
- (xii) Free use of Company's car along with driver for Company's works purpose.
- (xiii) Telephone, Mobile, Tele-fax and other communication facilities at company's cost for official purpose.
- (xiv) Rent free accommodation including payment of electricity bill, water charges and all other expenses for the upkeep and maintenance of residence.
- (xv) Payment/ Reimbursement of expenditure incurred towards membership fees for gym, etc.
- (xvi) Payment of tax on perquisites, in addition to the salary and other perquisites.

Subject to any statutory ceiling/s, Mr. Girish Jain may be given any other allowances, perquisites benefits and facilities as the Board of Directors from time to time may decide.

III. Valuation of perquisites:

Perquisites / Allowances shall be valued as per Income-tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

IV. Other terms:

- a) No sitting fees shall be paid to Mr. Girish Jain for attending the meetings of the Board of Directors or any Committee thereof, during his tenure as 'Whole Time Director' of the Company.
- b) Compensation for loss of office before the expiry of the terms of office would be payable to him as per the provisions of the Companies Act, 2013.

V. Minimum Remuneration:

The aforesaid remuneration in any one financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may, for the time being in force. Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of the Whole Time Director, the Company has no profits or its profits are inadequate, the Company may pay remuneration by way of Salary, Perquisites and Allowances not exceeding Rs. 1,20,00,000 (Rupees One Crore Twenty lakhs Only) in compliance with Section II of Part II of Schedule V of the Companies Act, 2013, as may be agreed to the Board of Directors of the Company and Mr. Girish Jain.

RESOLVED FURTHER THAT subject to the recommendation of the Nomination and Remuneration Committee, the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of the said appointment and /or re-appointment including remuneration as it may deem fit and as may be acceptable to Mr. Girish Jain, subject to the

same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT Mr. Inderchand Jain, Chairman and/or Mr. Rajnesh Jain, Director and/or Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors
For KJMC Corporate Advisors (India) Limited
Sd/-
Miti H Shah
Company Secretary
ACS 49348**

Place: Mumbai
Date: August 13, 2024
Registered Office:
162, Atlanta, 16th Floor, Nariman Point, Mumbai-400021.
Email: investor.corporate@kjmc.com
Website: www.kjmccorporate.com
CIN: L67120MH1998PLC113888

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013, as amended ('Act'), setting out the material facts concerning the business with respect to Item Nos. 3 to 7 forms part of this Notice. Further, relevant information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard on General Meetings ('SS-2') issued by The Institute of Company Secretaries of India, in respect of Director retiring by rotation and seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as Annexure to this Notice.
2. The Ministry of Corporate Affairs ('MCA'), inter alia, vide its General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, the latest being General Circular No. 09/2023 dated September 25, 2023, (collectively referred to as 'MCA Circulars'), has permitted the holding of the AGM through Video Conferencing ('VC') or through Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, towards this, the Securities and Exchange Board of India ('SEBI'), vide its Circular(s) dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 6, 2023, and October 7, 2023 ('SEBI Circulars') and other applicable circulars issued in this regard from time to time, has provided relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with the applicable provisions of the Act, SEBI Listing Regulations, MCA Circulars and SEBI Circulars, the 117th AGM of the Company will be held through VC/OAVM on Tuesday, September 24, 2024 at 5:00 p.m. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at 162, 16th Floor, Atlanta Building, Nariman Point, Mumbai-400 021 Maharashtra, India.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON ITS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS READ WITH APPLICABLE SEBI CIRCULARS, THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN**

DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

4. The Members can join the 26th AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 26th AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 26th AGM without restriction on account of first come first served basis.
5. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC / OAVM. Institutional Investors, who are Members of the Company and Corporate Members intending to appoint an authorized representative to attend the AGM through VC and to vote thereat through remote e-voting are requested to send a certified copy of the Board Resolution/ Letter of Authorisation/Power of Attorney to the Scrutiniser by e-mail at js@rathiandassociates.com with a copy marked to cosec@kjmcc.com.
6. The attendance of the Members attending the 26th AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
7. In case of joint holders, the member whose name appears as the first holder in the order of their names as per the Register of Members of the Company will be entitled to cast vote at the AGM.
8. In accordance with the aforesaid MCA Circulars and the applicable SEBI Circulars, the Notice of the AGM along with the Integrated Report & Annual Accounts for FY2023-24 are being sent ONLY through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/Depositories/Depository Participants. The Company shall send physical copy of the Integrated Report & Annual Accounts for FY2023-24 to those Members who request for the same at cosec@kjmcc.com. The Notice convening the 26th AGM along with the Integrated Report & Annual Accounts for FY2023-24 will also be available on the website of the Company at www.kjmccorporate.com and website of the Stock Exchanges where the securities of the Company are listed, i.e. BSE Limited at www.bseindia.com and the website of NSDL at <https://ivote.bigshareonline.com>.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars as mentioned above, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 26th AGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited ("Bigshare") for facilitating voting through electronic means, as the authorized e-voting's agency.
10. In accordance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the same.
11. The Notice convening the 26th AGM has been uploaded on the website of the Company at <https://www.kjmfinserv.com>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The 26th AGM Notice is also disseminated on the website of Bigshare (agency for providing the Remote e-voting facility and e-voting system during the AGM) i.e. <https://ivote.bigshareonline.com>.

12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available electronically for inspection by the members at the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of 26th AGM. Members seeking to inspect such documents can send an email to cosec@kjm.com.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to Bigshare if the shares are held by them in physical form.
14. Members are requested to address all correspondence to the Registrar and Share Transfer Agents (RTA), Bigshare Services Private Limited at Office No S6-2, 6th Floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India, Tel. No.022- 62638200, Fax No. 022- 62638299, mail id : investor@bigshareonline.com.
15. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agent.
16. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://kjmccorporate.com/investor-relations/investor-information>.
17. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at <https://kjmccorporate.com/investor-relations/investor-information>. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.
18. The Members may kindly note that as per the amended Regulation 40 of the Listing Regulations w.e.f. April 01, 2019, transfer of the securities would be carried out in dematerialised form only. Members may also note that SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website i.e. <https://kjmccorporate.com/investor-relations/investor-information>. It may be noted that any service request can be processed only after the folio is KYC Compliant. Accordingly, members holding shares in physical mode are advised to demat their physical share holdings at the earliest.

19. SEBI vide Circular no. SEBI/HO/OIAE/ OIAE_IAD-1/P/ CIR/2023/131 dated 31 July 2023 (updated as on August 04, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/ they can initiate dispute resolution through the Online Dispute Resolution (“ODR”) Portal. Shareholders are requested to take note of the same. The aforesaid SEBI Circular can be viewed on the following link https://www.sebi.gov.in/legal/circulars/aug-2023/corrigendum-cum-amendment-to-circular-dated-july31-2023-on-online-resolution-of-disputes-in-the-indiansecurities-market_74976.html:
20. SEBI, vide its circular dated November 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17 , 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from April 01, 2024, only upon furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. Further, relevant FAQs published by SEBI on its website can be viewed at the following link : https://www.sebi.gov.in/legal/circulars/nov-2023/simplifiednorms-for-processing-investor-s-service-requests-byrtas-and-norms-for-furnishing-pan-kyc-details-andnomination_79167.html:
21. Members desirous of seeking any information relating to the accounts and operations of the Company are requested to write to the Company at least 10 (Ten) days in advance of the Meeting through email on cosec@kjmc.com to enable the Company to provide the information required at the meeting. The same will be replied by the Company suitably.
22. Non-Resident Indian members are requested to inform the Company’s RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable if such details were not furnished earlier.
23. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with Bigshare / Depository participants.
24. The remote e-voting period commences from Thursday, September 19, 2024 at 9.00 a.m. and ends on, Monday, September 23, 2024 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on September 17, 2024 , 2024 (“cut-off date”) may cast their vote electronically.
25. The remote e-voting module shall be disabled by Bigshare for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/modify it subsequently or cast the vote again.
26. The Register of Members and Share Transfer Books of the Company will remain closed from September 17, 2024 to September 24, 2024 (both days inclusive) for the purpose of annual general meeting.
27. The voting rights of shareholders shall be in proportion to the share in the paid up equity share capital of the Company as on September 17, 2024 i.e. the cut off date.

28. The Company has appointed M/s. Rathi & Associates, a firm of Practicing Company Secretaries as a scrutinizer for conducting the e-voting including remote e-voting at the Annual General Meeting in a fair and transparent manner.
29. Any person, who acquires shares of the Company and become members of the Company after dispatch of the Notice and holding shares as on the cut-off-date i.e. Tuesday, September 17, 2024 may follow the same instructions for e-voting. A person who is not a member as on the Cut-off date should treat the Notice for information purpose only.
30. The Voting results will be declared within 2 (Two) working days from the conclusion of AGM. The results declared along with the Scrutinizer's Report shall be uploaded on the website of the Company i.e. www.kjmcfinsew.com and on the website of Bigshare i.e. <https://ivote.bigshareonline.com> and the same shall also be communicated to BSE Limited, where the shares of the Company are listed.
31. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India in respect of the Directors seeking appointment / re-appointment at the AGM are furnished below:

The Director have furnished the requisite consents /declarations for their appointment/re appointment.

(I) **Mrs. Shraddha Jain**

Name & Designation	Smt. Shraddha Jain, Non- Executive Director								
Director Identification Number (DIN)	00156306								
Date of Birth	May 23, 1973								
Qualifications	Bachelor of Arts (B.A.)								
Nationality	Indian								
Expertise in specific functional area	She is having experience in human resources and administration related functions.								
Director of the Company since	30th March, 2015								
Terms and conditions of re-appointment	Smt. Shraddha Jain, Non- Executive Director								
Number of Shares held in the Company as on March 31, 2023	00156306								
Number of Meetings of the Board attended during the financial year 2022-23	Please refer Corporate Governance Report								
Listed entities from which the Director has resigned in the past three years	None								
Disclosure of relationships between directors inter-se	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name & Designation of Director</th> <th>Relationship with Director</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Shri. Inderchand Jain, Director</td> <td>Father in Law</td> </tr> </tbody> </table>			Sr. No.	Name & Designation of Director	Relationship with Director	1.	Shri. Inderchand Jain, Director	Father in Law
Sr. No.	Name & Designation of Director	Relationship with Director							
1.	Shri. Inderchand Jain, Director	Father in Law							

	2.	Shri. Rajnesh Jain, Director	Husband
	3.	Shri. Girish Jain, Director	Husband's Brother
	Apart from the above mentioned directors, Mrs. Shraddha Jain is not related to any other Directors.		

Directorships / Committee Membership of Mrs. Shraddha Jain in the other Companies:

Name of the Company (Directorship)	Committee Chairmanship/Membership
KJMC Shares & Securities Limited	-
Puja Trades and Investments Pvt Ltd	Chairman – Credit & Investment Committee.
AKIP Venture Private Limited	–
KJMC Realty Private Limited	–
KJMC Platinum Builders Pvt Ltd	-

(II) **Mr. Shyam Ramsharan Khandelwal**

Name & Designation	Mr. Shyam Ramsharan Khandelwal, Independent Director
Director Identification Number (DIN)	05147157
Date of Birth	30 th July, 1962
Qualifications	FCA
Nationality	Indian
Expertise in specific functional area	He is the fellow member of the Institute of Chartered Accountants of India, having an experience of more than three decades.
Director of the Company since	With effect from August 13, 2024 i.e. the date of the Board Meeting.
Terms and conditions of re-appointment	Independent Director, not liable by rotation
Number of Shares held in the Company as on March 31, 2024	Nil
Number of Meetings of the Board attended during the financial year 2023-24	NA
Listed entities from which the Director has resigned in the past three years	None
Disclosure of relationships between directors inter-se	Not related to any Director / Key Managerial Personnel.

Directorships / Committee Membership of Mr. Shyam Ramsharan Khandelwal in the other Companies:

Name of the Company (Directorship)	Committee Chairmanship/Membership
Winmore Leasing and Holdings Limited	Chairman- Audit Committee Member- Nomination and Remuneration Committee

West Pioneer Properties (India) Private Limited	Chairman- Audit Committee Chairman- Nomination and Remuneration Committee
Nemesis Financial Services Private Limited	-
West Leisure Resorts Limited	-

(III) **Ms. Pranjali Bhandari**

Name & Designation	Ms. Pranjali Bhandari, Independent Director
Director Identification Number (DIN)	09703528
Date of Birth	10 th July, 1983
Qualifications	LLB & LLM
Nationality	Indian
Expertise in specific functional area	Ms. Pranjali Bhandari has an experience of more than a decade in the field of Property matters, Commercial Arbitration, Corporate and testamentary matters too. She represents the cases before the Bombay High Court.
Director of the Company since	With effect from August 13, 2024 i.e. the date of the Board Meeting.
Terms and conditions of re-appointment	Independent Director, not liable by rotation
Number of Shares held in the Company as on March 31, 2024	Nil
Number of Meetings of the Board attended during the financial year 2023-24	NA
Listed entities from which the Director has resigned in the past three years	None
Disclosure of relationships between directors inter-se	Not related to any Director / Key Managerial Personnel.

Directorships / Committee Membership of Ms. Pranjali Bhandari in the other Companies:

Name of the Company (Directorship)	Committee Chairmanship/Membership
Hardcastle & Waud Manufacturing Company Limited	Member- Audit Committee

(IV) **Mr. Girish Inderchand Jain**

Name & Designation	Mr. Girish Jain, Non- Executive Director
Director Identification Number (DIN)	00151673
Date of Birth	May 7, 1971
Qualifications	B.E. (Electronics) and PGDBM (Finance)

Expertise in specific functional area Director of the Company since	<ul style="list-style-type: none"> • Engineer and a graduate in Business Management • Responsible for setting up and running the Investment Banking, Broking, Research and Distribution Business • Whole Time Director in KJMC Corporate Advisors (India) Limited and Directors in KJMC Financial Services Ltd. and its subsidiary and associate companies • Past Chairman of the Association of Merchant Bankers of India (AMBI) • Ex member of SEBI committee of primary market advisory committee 		
Number of Shares held in the Company as on March 31, 2024	457807		
Disclosure of relationships between directors inter-se		Name & Designation of Director	Relationship
		Mr. Inderchand Jain, Chairman	Father
		Mr. Rajnesh Jain, Director	Brother
		Mrs. Shraddha Jain, Director	Brother's wife

Directorships / Committee Membership of Mr. Girish Jain in the other Companies:

Name of the Company (Directorship)	Committee Chairmanship/Membership
KJMC Financial Services Limited	1. Member - Share Transfer and Stakeholders Relationship Committee. 2. Member – Nomination & Remuneration Committee. 3. Member – Credit & Investment Committee
KJMC Capital Market Services Limited	Chairman- Technology Committee
KJMC Shares & Securities Limited	-
KJMC Credit Marketing Limited	-
KJMC Trading & Agency Limited	-
KJMC Platinum Builders Private Limited	-
Prathamesh Enterprises Private Limited	-
Saksham Gram Credit Private Limited	-

32. INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- The voting period begins on, Thursday September 19, 2024 at 9.00 a.m. and ends on, Monday September 23, 2024 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 17, 2024 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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 in their demat accounts in order to access e-Voting facility.

33. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE , so that the user can visit the e-Voting service providers' website directly.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

--	--

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

34. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

35. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

36. Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

37. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".
NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**'.
(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

38. Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.

- Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

39. Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

40. PROCEDURE FOR JOINING THE AGM/EGM THROUGH VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VC/OAVM**” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

41. INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM/EGM ARE AS UNDER:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.

- Only those members/shareholders, who will be present in the AGM/EGM through VC/OAVM 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 system in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM/EGM.

42. Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

**By Order of the Board of Directors
For KJMC Corporate Advisors (India) Limited**

**Miti H Shah
Company Secretary
ACS 49348**

Place: Mumbai
Date: August 13, 2024
Registered Office:
162, Atlanta, 16th Floor, Nariman Point, Mumbai-400021.
Email: investor.corporate@kjmc.com
Website: www.kjmccorporate.com
CIN: L67120MH1998PLC113888

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

ITEM NO. 3

In accordance with the provisions of Sections 149 and 152 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Shri Shyam Ramsharan Khandelwal (DIN: 05147157), as an Additional Director in the category of Independent Director on the Board of the Company at their meeting held on August 13, 2024, to hold office for two consecutive years from August 13, 2024 to August 12, 2026, subject to the approval of the members of the Company.

Shri. Shyam Ramsharan Khandelwal possesses appropriate skills, experience and knowledge. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri. Shyam Ramsharan Khandelwal be appointed as an Independent Director of the Company.

Shri. Shyam Ramsharan Khandelwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Shri. Shyam Ramsharan Khandelwal that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Shri. Shyam Ramsharan Khandelwal, fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Brief profile of Shri. Shyam Ramsharan Khandelwal is mentioned in the notes to the Notice, pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

ITEM NO. 4

In accordance with the provisions of Sections 149 and 152 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Ms. Pranjali Bhandari (DIN:09703528), as an Additional Director in the category of Independent Director on the Board of the Company at their meeting held on August 13, 2024, to hold office for two consecutive years from August 13, 2024 to August 12, 2026,, subject to the approval of the members of the Company.

Ms. Pranjali Bhandari possesses appropriate skills, experience and knowledge. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Ms. Pranjali Bhandari be appointed as an Independent Director of the Company.

Ms. Pranjali Bhandari is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Ms. Pranjali Bhandari that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Ms. Pranjali Bhandari, fulfils the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Brief profile of Ms. Pranjali Bhandari is mentioned in the notes to the Notice, pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM NOS. 5 and 6

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds ₹1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm’s length basis. Further, Regulation 2(1)(zc) of the SEBI Listing Regulations defines a Related Party Transaction (‘RPT’) to include a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not. Further, subsequent modifications to the material RPTs, as already approved by the Members of the Company, are required to be placed before the Members for their approval before such modification in RPTs are given effect to.

All entities falling under definition of related party shall abstain from voting irrespective of whether the entity is party to the particular transaction or not.

Accordingly, the Board of Directors recommends the resolutions set forth in Item Nos. 5 and 6 for approval of the Shareholders as Ordinary Resolutions with regard to Material Related Party Transactions as per the details furnished therein.

Except the Director(s) and Key Managerial Personnel and their relatives (to the extent of their shareholding interest in the Company and its subsidiaries), none of the other Directors and/or any Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in these resolutions.

ITEM NO. 7

In accordance with the provisions of section 196, 197 and 203 read with Schedule V of the Companies Act, 2013, reappointment of Mr. Girish Jain, Whole time Director requires approval of the members of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and after considering his performance, the Board of Directors at their meeting held on August 13, 2024 have approved the re-appointment of Mr. Girish Jain as Whole-time Director of the Company for a consecutive period of three years with effect from April 1, 2025 to March 31, 2028 as the tenure of Whole Time Directorship of Mr. Girish Jain will expire on March 31, 2025.

Information required to be given to members as per Schedule V of the Companies Act, 2013:

1.	Nature of Industry	Corporate Advisory Services (Merchant Banker)
----	--------------------	---

2.	Date of expected date of commencement of commercial production	Not applicable												
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 indicators	As per the Audited Accounts of the Company for the following financial year: (Rs. in '000) <table border="1"> <thead> <tr> <th>Particulars</th> <th>For the year ended March 31, 2024</th> <th>For the year ended March 31, 2023</th> </tr> </thead> <tbody> <tr> <td>Total Revenue</td> <td>47,131</td> <td>25,627</td> </tr> <tr> <td>Profit/ Loss Before Tax</td> <td>21,686</td> <td>(1,832)</td> </tr> <tr> <td>Profit/ Loss for the period</td> <td>15,840</td> <td>(1,391)</td> </tr> </tbody> </table>	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023	Total Revenue	47,131	25,627	Profit/ Loss Before Tax	21,686	(1,832)	Profit/ Loss for the period	15,840	(1,391)
Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023												
Total Revenue	47,131	25,627												
Profit/ Loss Before Tax	21,686	(1,832)												
Profit/ Loss for the period	15,840	(1,391)												
5.	Foreign Investments or collaborators, if any	Not applicable												

Information about the appointee

1	Background details	<p>Mr. Girish Jain is B.E. (Electronic) and PGDBM (Finance) having vast experience in Corporate Finance, Merchant Banking and Capital Market and is in charge of the overall management of your Company Subject to the director's supervision and control of the Board of Directors of the Company. He is also the promoter of the Company and associated with the Company for more than a decade.</p> <p>He is also a Whole time Director of KJMC Capital Market Services Limited, Wholly owned Subsidiary of KJMC Corporate Advisors (India) Limited.</p>									
2	Past remuneration	<p>Remuneration of Mr. Girish Jain for the FY 2023-24 are as under:</p> <table border="1"> <thead> <tr> <th></th> <th>KJMC Corporate Advisors (India) Limited</th> <th>KJMC Capital Market Services Limited</th> </tr> </thead> <tbody> <tr> <td>Salary</td> <td>Rs. 2,00,000/- per month</td> <td>Rs. 1,80,000/- per month</td> </tr> <tr> <td>Perquisites</td> <td>Actual</td> <td>Actual</td> </tr> </tbody> </table>		KJMC Corporate Advisors (India) Limited	KJMC Capital Market Services Limited	Salary	Rs. 2,00,000/- per month	Rs. 1,80,000/- per month	Perquisites	Actual	Actual
	KJMC Corporate Advisors (India) Limited	KJMC Capital Market Services Limited									
Salary	Rs. 2,00,000/- per month	Rs. 1,80,000/- per month									
Perquisites	Actual	Actual									
3	Job profile	Mr. Girish Jain shall, subject to the directions, supervision and control of the Board of Directors of the Company, shall manage and conducts the business and affairs of your Company.									
4	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin).	The Remuneration of Mr. Girish Jain is fully justifiable and comparable to that prevailing in the industry keeping in view the profile of Whole time Director with his enriched knowledge and vast experience. He is looking after and responsible for the whole affairs of the Management of the Company and be accountable for the Board of Directors of the Company.									

5.	Remuneration proposed	The proposed Remuneration of the appointee would comprise basic salary, perquisites as mentioned.
6.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides the proposed remuneration payable to him, he does not have any other pecuniary relationship with the Company or with managerial personnel.

Other information:

1.	Reasons for inadequacy of profits	The Company has adequate profits during the year under review. N.A. Your directors expect better performance of the Company in the coming years.
2.	Steps taken or proposed to be taken for improvement	
3.	Expected increase in productivity and profits in measurable terms	

The Nomination and Remuneration Committee and the Board of Directors are of the opinion that appointment of Mr. Girish Jain as a 'Whole Time Director' would be in the interest of your Company.

Mr. Girish Jain himself and his relative's viz. Mr. Inderchand Jain, Mr. Rajnesh Jain and Mrs. Shraddha Jain, Directors of the Company are concerned or interested in this Resolution.

Save and except above, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the members to pass the Resolution set out at Item No. 7 of the Notice as Special resolution.

**By Order of the Board of Directors
For KJMC Corporate Advisors (India) Limited**

**Sd/-
Miti Shah
Company Secretary**

Place: Mumbai
Date: August 13, 2024
Registered Office:
162, Atlanta, 16th Floor, Nariman Point, Mumbai-400021.
Email: investor.corporate@kjmcc.com
Website: www.kjmccorporate.com
CIN: L67120MH1998PLC113888