# JINDAL CAPITAL LIMITED

**CIN: L65910DL1994PLC059720**

**Registered Address: 201, Aggarwal Plaza, Sector-9, Rohini, Delhi-110085, India**

September 05, 2026

To
The Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street
Mumbai, Maharashtra-400001

**Ref: Jindal Capital Limited ("Company")**
**Scrip Code: 530405**

**Sub: Intimation for 32nd Annual General Meeting (AGM) scheduled to be held on Wednesday, 30th September, 2026 at 11:00 A.M at the Registered Office of the Company situated at 201, Aggarwal Plaza, Sector-9, Rohini, (D.C. Chowk), Delhi-110085**

Dear Sir(s),

This is to inform you that:

a) the 32nd AGM of the Company will be held on Wednesday, 30th September, 2026 at 11:00 A.M at the Registered Office of the Company situated at 201, Aggarwal Plaza, Sector-9, Rohini, (D.C. Chowk), Delhi-110085.
b) The Company has fixed Wednesday, September 23, 2026 as the "Cut-off Date" for determining the eligibility of members to vote by remote e-voting or voting at the AGM.
c) The Company will be availing remote e-voting system for casting vote during AGM of National Securities Depository Limited (NSDL). The remote e-voting period shall commence on Saturday, September 26, 2026, at 09:00 A.M. and ends on Tuesday, September 29, 2026 at 05:00 P.M. and for all those members who are present at the AGM but have not cast their votes by availing the Remote e-Voting facility, can cast their vote at the AGM.
d) Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 24, 2026 to Wednesday, September 30, 2026 (both days inclusive) for the purpose of AGM. This Notice of the AGM along with the Attendance Slip, Proxy Form, Route map of the venue of the Meeting and the Annual Report 2025-26 of the Company are being sent by e-mail to all the members whose e-mail addresses (IDs) are registered with the Company/Depository Participant(s) unless any member has requested for a hard /physical copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode and will also be available on the Company's website i.e. www.jindalcapital.co.in and on websites of the BSE Limited i.e. www.bseindia.com in due course of time.

Kindly take the above information for your records

Thanking You,
**For JINDAL CAPITAL LIMITED**

SADHU RAM AGGARWAL
Digitally signed by SADHU RAM AGGARWAL
Date: 2026.09.05 17:03:48 +05'30'

Sadhu Ram Aggarwal
Chairman-cum-Managing Director
DIN: 00961850

**Encl: As above**

# Jindal Capital Limited

**Regd. Office: 201, Aggarwal Plaza, Sector-9, Rohini, Delhi-110085**
**CIN: L65910DL1994PLC059720**
**Website: www.jindalcapital.co.in ; Email: info@jindalcapital.co.in**
**Tel: 011-45578272**

## NOTICE

Notice is hereby given that the Thirty-Second Annual General Meeting of the Members of **JINDAL CAPITAL LIMITED** will be held on Wednesday, 30th September, 2026 at 11:00 A.M at the Registered Office of the Company situated at 201, Aggarwal Plaza, Sector-9, Rohini, (D.C. Chowk), Delhi-110085 to transact the following business:

### Ordinary Business:

**Item No. 1 - To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2026 and the Auditor's and Director's Reports thereon.**

To consider and if thought fit to pass with or without modification, the following resolution as an **ordinary resolution**:

**"RESOLVED THAT** the Audited Financial Statements of the Company for the Financial Year ended on 31st March 2026, together with the Board's Report and Auditor's Report thereon along with Annexure(s) therewith, be and are hereby received, considered, approved and adopted."

**Item no. 2 – To re-appoint Mr. Sadhu Ram Aggarwal (DIN: 00961850) as a Director, who retires by rotation and being eligible, offers himself for re-appointment**

To consider and if thought fit to pass with or without modification, the following resolution as an **ordinary resolution**:

**"RESOLVED THAT** Mr. Sadhu Ram Aggarwal (DIN: 00961850), who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation."

### Special Business:

**Item No. 3 – To approve and authorize the Board of Directors under Section 180 (1) (c) of the Companies Act, 2013 to borrow funds upto the limit of Rs. 500 Crores**

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

"**RESOLVED THAT** in supersession of earlier resolution passed by the members of the Company at their Thirtieth meeting held on 27th September, 2024 in this regard, if any pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board), for borrowing from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) from Banks, Financial Institutions, Bodies Corporate, Companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed (other than temporary loans from the Company's bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs. 500 Crores (Rupees Five Hundred Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution**.**

**RESOLVED FURTHER THAT** Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution in this regard."

**Item No. 4– Regularization of Mr. Nischal Mittal (DIN: 10712095) as the Independent Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161(1) read with Schedule IV of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions or rules made thereunder along with SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, and regulations/notifications/Circulars of Reserve Bank of India (including any statutory modification or re-enactment thereof for the time being in force), Mr. Nischal Mittal (DIN: 10712095) who was appointed as an Additional Director (Non-Executive, Independent) of the Company with effect from August 12, 2026 by the Board of Directors as recommended by the Nomination and Remuneration Committee, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act, and who holds the office upto the date of this 32nd Annual General Meeting of the Company, be and is hereby appointed as the Independent Director of the Company with effect from August 12, 2026 for a period of five years, whose period of office will not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, steps and things as it may deem necessary to give effect to the above mentioned resolution."

**Item No. 5– To approve the limit of Managerial Remuneration to Mr. Sadhu Ram Aggarwal (DIN: 00961850) Chairman-cum-Managing Director Directors**

**To consider and if thought fit to pass with or without modification, the following resolution as special resolution:**

"**RESOLVED THAT** in furtherance to the resolution passed by members at their Thirtieth meeting held on 27th September, 2024 and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and, upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to increase the managerial remuneration of Mr. Sadhu Ram Aggarwal (DIN: 00961850) Chairman-cum-Managing Director of the Company to Rs. 2,00,000/- (Rs. Two Lakhs Only) per month with effect from 01st October, 2026 for the remaining period of his present term of appointment as Chairman-cum-Managing Director, with the other terms and conditions of his appointment remaining the same, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act including the remuneration to be paid to him in the event of loss or inadequacy of profits, as calculated in accordance with the applicable provisions of the Act, in any financial year during the aforesaid period.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of appointment and remuneration by seeking further consent and approval of the shareholders of the Company and to do all necessary acts, deeds and things as it may, in its absolute discretion, and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

**Item No. 6 – To approve the limit of Director's Remuneration to the Ms. Divya Aggarwal (DIN: 07684118), Executive Director and CFO**

**To consider and if thought fit to pass with or without modification, the following resolution as special resolution:**

"**RESOLVED THAT** in furtherance to the resolution passed by members at their Thirtieth meeting held on 27th September, 2024 and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and, upon recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded to increase the managerial remuneration of Ms. Divya Aggarwal (DIN: 07684118) Executive Director & CFO of the Company to Rs. 2,00,000/- (Rs. Two Lakh Only) per month with effect from 01st October, 2026, with the other terms and conditions of her appointment remaining the same, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act including the remuneration to be paid to her in the event of loss or inadequacy of profits, as calculated in accordance with the applicable provisions of the Act, in any financial year during the aforesaid period.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to revise, enhance, alter and vary from time to time the terms and conditions of appointment and remuneration by seeking further consent and approval of the shareholders of the Company and to do all necessary acts, deeds and things as it may, in its absolute discretion, and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

By Order of Board of Directors
For Jindal Capital Limited

sd/-
Srishti Gumber
Company Secretary
Mem. No.: 53668

Date: 05.09.2026
Place: Delhi

**Notes:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) relates to the special business to be transacted at the Annual General Meeting (AGM) and the same has been attached herewith this Notice.

2. Proxy Form, Attendance Slip and Road map is annexed to this Notice.

3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF OR HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing Proxies, in order to be effective, must be received in the annexed Proxy Form at the Registered Office of the Company not less than forty eight (48) hours before the time fixed for commencement of the AGM, i.e. on September 28, 2026 by 11.00 A.M.

   A person shall not act as Proxy on behalf of members for more than Fifty (50) in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

4. Members/Proxies are requested to deposit the Attendance Slip duly filled in and signed for attending the AGM. In case of joint holders attending the AGM, only one such joint holder whose name appears first in the joint holders list will be entitled to vote. Corporate members, Societies, etc. intending to attend the AGM through their authorised representatives are requested to send to the Company, a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the AGM. Members who hold shares in dematerialised form are requested to bring their DP ID and Client ID Number for easier identification of attendance at the AGM.

5. During the period beginning twenty-four (24) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company. All relevant documents referred to in the accompanying Notice and the Statement shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on all working days including Saturdays, upto and including the date of the AGM. 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 for inspection during the AGM at the Registered Office of the Company.

6. Members of the Company had approved re-appointment of M/s STRG & Associates, Chartered Accountants, as the Statutory Auditors at the Twenty Eighth (28th) AGM of the Company held on Friday, 24th June, 2022 for a second term of five (5) consecutive years until the conclusion of Thirty Third (33rd) AGM of the Company as per the provisions of Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, as amended.

7. The Company has fixed September 23, 2026 as the “Record Date” for the purpose of the AGM.

8. Securities and Exchange Board of India (SEBI) vide its various Circulars issued from time to time, to the Registrar and Share Transfer Agents has specified Common and Simplified Norms for processing Investor’s Service Requests. The members holding shares in Physical form are mandatorily require to record their PAN, KYC i.e. Address with PIN Code, Mobile Number, Bank Account details, Specimen Signatures etc. along with Nomination details with the Company/Registrar and Share Transfer Agents (RTA) of the Company. Further, the security holders (holding securities in physical form), whose folio(s) do not have PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 1, 2024, upon their furnishing all the aforesaid details in entirety.

9. Members may please note that:
   a) In case of Non-updation of PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend / interest etc. shall be paid only through electronic mode with effect from April 1, 2024 upon furnishing all the aforesaid details in entirety.
   b) If a security holder updates the PAN, Contact Details including Mobile Number, Bank Account Details and Specimen Signature after April 1, 2024, then the security holder would receive all the dividends/interest etc. declared during that period (from April 1, 2024 till date of updation) pertaining to the securities held after the said updation automatically.

   The Company has sent necessary communication in this regard to all the members holding shares in Physical mode. The relevant formats for updation of PAN, KYC and Nomination details viz. Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 are available on the website of RTA/Company. In view of the above, we request you to submit the PAN, KYC and Nomination details at the earliest to the Company’s Registrar and Share Transfer Agents, MUFG Intime India Private Limited.

10. SEBI vide its Circular dated January 25, 2022, as amended, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/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 and on the website of the Registrar and Share Transfer Agents (RTA) of the Company. It may be noted that any service request can be processed only after the folio is KYC Compliant.

11. SEBI has established a common Online Dispute Resolution Portal (“ODR Portal” – https://smartodr.in/login) which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. An investor/client shall first take up his/her/their grievance by lodging a complaint directly with the Company. If the grievance

is not redressed satisfactorily, the investor/client may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. After exhausting all available options for resolution of the grievance, if the investor/client is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal. In compliance with the SEBI guidelines, the Company had sent communication intimating about the said Dispute Resolution Mechanism to all the members.

12. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. Therefore, the members holding equity shares of the Company in physical form are advised to dematerialize their shareholdings. The Company has connectivity from NSDL and CDSL and equity shares of the Company may be held in the electronic form with any Depository Participant (DP) with whom the members/investors are having their demat account. The ISIN No. for the Equity Shares of the Company is INE356F01017. In case of any query/difficulty in any matter relating thereto may be addressed to the Company's Registrar and Share Transfer Agents.

13. SEBI has mandated the submission of, interalia, Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialised 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 should submit their PAN and bank account details by way of filing Form ISR-1/ISR-2 to the Company or its Registrar and Share Transfer Agents-MUFG Intime India Private Limited.

14. As per the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 and SEBI Master Circular dated May 7, 2024, the facility for making nomination is available for the Members in respect of 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 Form ISR-3 or SH-14 as the case may be. The said form can be downloaded from the website of Registrar and Share Transfer Agents (RTA) of the Company/ Members are requested to submit the said details to their Depository Participant in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents of the Company – MUFG Intime India Private Limited in case the shares are held in physical form.

15. This Notice of the AGM along with the Attendance Slip, Proxy Form, Route map of the venue of the Meeting and the Annual Report 2024-25 of the Company are being sent by e-mail to all the members whose e-mail addresses (IDs) are registered with the Company/Depository Participant(s) unless any member has requested for a hard /physical copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members, who wish to update or register their e-mail addresses, in case of Demat holding, may please contact the Depository Participant (DP) and register their e-mail address, as per the process advised by the DP; and in case of Physical holding, may send a request in requisite Form ISR-1 along with necessary documents to the Registrar and Share Transfer Agents of the Company - MUFG Intime India Private Limited. The Notice calling the AGM along with Annual Report has been uploaded on the website of the Company at https://www.jindalcapital.co.in/ . The Notice can also be

accessed from the websites of the Stock Exchange i.e. BSE Limited at https://www.bseindia.com being in line with the Ministry of Corporate Affairs (MCA) and SEBI Circulars. the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com

16. Members desirous of obtaining any information on Annual Financial Statements of the Company at the AGM are requested to write to the Company at least one week (7 days) before the date of the AGM, so that the information required may be made available at the AGM.

17. Details under Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and in terms of Secretarial Standard-2 in respect of the Directors seeking appointment/re- appointment at the ensuing 32nd Annual General Meeting are part of the explanatory statement. Requisite declarations have been received from the Director seeking appointment/reappointment.

18. MUFG Intime India Private Limited (formerly Link Intime India Private Limited), Noble Heights, 1st Floor, Plot No. NH-2, C-1 Block, LSC Near Savitri Market, Janakpuri, New Delhi-110058 continues to act in the capacity of Registrar and Share Transfer Agents of the Company. MUFG Intime India Private Limited is also the depository interface of the Company with both NSDL and CDSL. Members are requested to address all correspondences, including dividend matters, to the said Registrar and Share Transfer Agents. Members are also informed that 'SWAYAM' a secure, user-friendly web-based application has been developed by "MUFG Intime India Private Limited", the Company's Registrar and Share Transfer Agents, that empowers shareholders to effortlessly access various services. This application can be accessed at https://swayam.in.mpms.mufg.com/ .

19. The Register of Members and the Share Transfer Books of the Company will be closed from Thursday, September 24, 2026 to Wednesday, September 30, 2026 (both days inclusive) for the purpose of the Thirty-Second Annual General Meeting of the Company.

20. Members are requested to intimate/update changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc. (along with duly cancelled cheque leaf stating the said details) to their Depository Participant in case the shares are held by them in electronic form or to the Company's RTA in case the shares are held by them in physical form, which will help the Company and the Company's RTA to provide efficient and better services. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard. Further, members who hold shares in physical mode in multiple folios inidentical names or joint holding in the same order of names are requested to send the share certificates to RTA, for consolidation into a single folio.

21. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

22. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled into RTA at their office address mentioned above Members holding shares in electronic form may contact their respective Depositary Participants for availing this facility.

23. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participant in case the shares are held by them in electronic form and with Company's RTA in case the shares are held by them in physical form. This may be considered as an advance opportunity to the members to register their e-mail address and changes therein as required under Rule 18 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.

24. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the 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 the shares in physical form can submit their PAN details to the Company/RTA.

25. Non-Resident Indian members are requested to inform RTA/respective DP's immediately of:
    a) Change in their residential status on return to India for permanent settlement.
    b) Particulars of their bank account maintained in India with complete name, branch account type, account number, IFSC Code and address of the bank with pin code number, if not furnished earlier.

26. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holding to dematerialized form.

27. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 23, 2026. Members are eligible to cast vote only if they are holding shares as on that date and a person who is not a member as on the cut-off date should treat this notice for information purposes only.

28. Members of the Company who acquires shares after sending of Notice by the Company and hold shares as on the cut-off date i.e., Wednesday, September 23, 2026, shall follow the same procedure for e-Voting as mentioned further herewith.

29. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories and Company's RTA as on the cut-off date of Wednesday, September 23, 2026 only shall be entitled to avail the facility e-voting for this

ensuing AGM.

30. Procedure for inspection of documents: All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection on the website of the Company till the date of this Annual General Meeting or by sending E-mail to Company on info@jindalcapital.co.in.

Members desiring any information relating to the Accounts are requested to address their queries to the Registered Office of the Company at least seven days before the date of the AGM, to enable the management to keep the information ready.

31. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:**

**The remote e-voting period begins on Saturday, September 26, 2026, at 09:00 A.M. and ends on Tuesday, September 29, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 23, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2026.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

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

| **Type of shareholders** | **Login Method** |
|---|---|
| Individual Shareholders holding securities in demat mode | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on |

| | |
|---|---|
| with NSDL. | registered email id/mobile number and click on login. 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period<br>2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. 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 and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are 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<br>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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.<br>4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. |

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|---|---|
| | NSDL Mobile App is available on<br>App Store Google Play |
| 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 users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.<br>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 the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.<br><br>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<br><br>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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. |

| | |
|---|---|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

**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.

**Helpdesk for Individual Shareholders holding securities in demat mode 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.com 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. 1800-21-09911 |

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to*

*NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

| **Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical** | **Your User ID is:** |
| --- | --- |
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID<br>For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID<br>For example if your Beneficiary ID is 12************** then your user ID is 12************** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company<br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who

are authorized to vote, to the Scrutinizer by e-mail to csjaivindra.singh18@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice**:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@jindalcapital.co.in (Company email id).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@jindalcapital.co.in (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

32. Declaration of Results: The Company has appointed Mr. Jaivindra Singh, M/s. Jaivindra Singh & Associates, Company Secretaries as Scrutinizer, to scrutinize the remote e-voting process in a fair and transparent manner and the voting through Ballot/Poll process at the AGM in a fair and transparent manner.

33. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutiniser, by use of 'Ballot /Polling Paper' for all those members who are present at the AGM but have not cast their votes by availing the Remote e-Voting facility.

34. The Scrutiniser shall after the conclusion of voting at the AGM, will first count the votes cast at the AGM and thereafter unblock the votes cast through Remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than Forty Eight hours of the conclusion of the AGM, a consolidated Scrutinisers' Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing in that behalf, who shall countersign the same and declare the result of the voting forthwith.

35. The results of voting on the Resolutions moved at the AGM shall be declared on or after the AGM of the Company and shall be deemed to be passed on the date of AGM. The said result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's Equity Shares are listed and shall also be displayed along with the Scrutinisers' Report on the Company's website https://www.jindalcapital.co.in/ and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing in that behalf.

36. The Resolutions shall be deemed to be passed on the date of AGM i.e. September 30, 2026, subject to receipt of sufficient votes.

**Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013:**

The following Explanatory Statement in terms of Section 102 of the Companies Act, 2013 ("Act") is annexed to and forms part of the Notice convening the 32nd Annual General Meeting:

**Item No. 3**

The total borrowings of the Company are under the limits approved by the members by way of resolution passed by the members at their Thirtieth meeting held on 27th September, 2024 in this regard, and under the limit of Section 180 of the Companies Act, 2013. Further, to avail more funds/borrowing, the approval of shareholders is required to accommodate the additional fund requirement of the Company for operation purpose. Therefore, it is recommend to approve the revised limit of amount of Borrowings to Rs. 500 Crores only, i.e. that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed (other than temporary loans from the Company's bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs. 500 Crores (Rupees Five Hundred Crores Only).

The Directors recommend the resolution to be passed as a Special Resolution. None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

**Item No. 4**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Nischal Mittal aged 35 years as an Additional, Independent Director on the Board of the Company under Section 161 of the Companies Act, 2013 with effect from August 12, 2026. Pursuant to the provision of Section 161 of the Companies Act, 2013, being an Additional Director, Mr. Nischal Mittal will hold office up to the date of this 32nd Annual General Meeting and is eligible to be regularized/ appointed as an Independent Director of the Company. Mr. Nischal Mittal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and is not debarred from holding the office of Director, pursuant to any SEBI order or any other such authority and has given his consent to act as an Independent Director.

Based on the recommendation of the Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, it is proposed to appoint Mr. Nischal Mittal as an Independent Director for a term of 5 (five) consecutive years w.e.f. August 12, 2026. The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Independent Director of the Company, if so appointed by the members. In the opinion of the Board, Mr. Nischal Mittal fulfills the conditions for appointment as an Independent Director specified in the Companies Act, 2013, rules made thereunder and Listing Regulations. Mr. Nischal Mittal is independent to the management. His brief profile is given below:

| **Particulars** | **Details** |
|---|---|
| Name of Director | Mr. Nischal Mittal |
| Age | 35 Years |
| Date of first appointment on the Board | August 12, 2026 |
| DIN | 10712095 |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company | None. |
| Qualifications | Chartered Accountant |
| Last drawn Remuneration | Nil. |
| Remuneration Proposed to be paid | Nil. |
| Brief Resume and Expertise in specific Functional areas | Mr. Nischal Mittal is a Chartered Accountant with over a decade of experience in investment banking, fund raising advisory, and financial consulting. He began his career with leading professional services firms such as PwC, where he gained extensive experience in investment banking and financial advisory. He has also served as a Resolution Professional under the Insolvency and Bankruptcy Code (IBC) and is a regular speaker at industry forums on IPO strategy and financial planning and business owners.<br><br>Mr. Mittal is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) (Membership No. 537555), admitted on July 21, 2015, He has also completed ICAI's Certificate Courses on Forensic Accounting & Fraud Detection (2018) and Concurrent Audit of Banks (2017). |
| Terms and Conditions of Appointment / Re-appointment | As per the Letter of appointment |
| No. of other Directorships held in other Public Companies. | NIL |

| | |
|---|---|
| No. of Board Meetings attended | 1 |
| Chairman / Membership of the Committees of the Boards of other Companies in which he is Director | 0 |
| No. of Shares held | Nil |

The Directors recommend the resolution to be passed as a Special Resolution

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

**Item No. 5**

Mr. Sadhu Ram Aggarwal has been appointed as the Chairman-cum-Managing Director of the Company w.e.f. from May 18, 2022 and the remuneration to be paid to him was approved by the members in the 30th AGM of the Company. Over the course of his appointment, giving credit to the amount of contribution made by him, it is recommended to increase the limit of managerial remuneration to Rs. 2,00,000/- (Rs. Two Lakhs Only) per month with effect from 01st October, 2026 for the remaining period of his present term of appointment as Chairman-cum-Managing Director, with the other terms and conditions of his appointment remaining the same, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act including the remuneration to be paid to him in the event of loss or inadequacy of profits, as calculated in accordance with the applicable provisions of the Act, in any financial year during the aforesaid period. The Directors recommend the resolution to be passed as a Special Resolution.

Following Directors of the Company are interested in the resolution set out under item no. 5 of the accompanying Notice of 32nd Annual General Meeting of the Company: Mr. Udit Aggarwal, Director and Ms. Divya Aggarwal, Director & CFO (financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company).

The Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution is provided herewith

| | |
|---|---|
| Nature of Industry | Financial Services |
| Name of Director | Mr. Sadhu Ram Aggarwal, Chairman-cum-Managing Director |
| Age | 68 Years |
| Date of appointment | May 18, 2022 |
| DIN | 00961850 |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the | Mr. Sadhu Ram Aggarwal is the father of Mr. Udit Aggarwal, Non-executive Director of the Company and father-in-law of Mrs. Divya Aggarwal, the Executive |

| | |
|---|---|
| company | Director & CFO of the Company |
| Qualifications | Chartered Accountant |
| Past Remuneration as approved | Rs. 1,00,000/- per month |
| Proposed Increase in the Renumeration (Amount upto) | Rs. 2,00,000/- per month |
| Brief Resume and Expertise in specific Functional areas | Mr. Sadhu Ram Aggarwal is a qualified Chartered Accountant and a member of Institute of Chartered Accountant of India. He is well versed with the corporate laws and other allied laws. He has been working in the field of finance and been an eminent consultant and expert in the field of finance and related laws.<br>He is a commerce graduate from Delhi University, Delhi. He has rich experience in the field of stock market. He has taken many discourses in financial planning and has served many corporate clients in past 38 years in said field. |
| Terms and Conditions of Appointment / Re-appointment | As per the resolution passed at the 28th AGM of the Company |
| No. of Shares held | 7,00,116 Equity Shares of the Company |
| Period of appointment | For a term of Five years |

Pursuant to the recommendations of Nomination and Remuneration Committee, your Directors recommend the Resolution as a Special Resolution for approval of the Members.

**Item No. 6**

Mrs. Divya Aggarwal by the Board as an Additional Director (Executive) w.e.f. May 02, 2022 and CFO of the Company w.e.f. May 18, 2022 and was further regualrised as the Executive Director of the Company by the members in the 28th Annual General Meeting ("AGM") of the Company. Given her Profile and the positions held by her in the Company and with regard to the contributions made by her, it is recommended to increase the limit of managerial remuneration to Rs. 1,00,000/- (Rs. One Lakh Only) per month with effect from 1st April, 2024, with the other terms and conditions of her appointment remaining the same, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act including the remuneration to be paid to her in the event of loss or inadequacy of profits, as calculated in accordance with the applicable provisions of the Act, in any financial year during the aforesaid period.The Directors recommend the resolution to be passed as a Special Resolution.

Following Directors of the Company are interested in the resolution set out under item no. 6 of the accompanying Notice of 32nd Annual General Meeting of the Company: Mr. Udit Aggarwal, Director and Mr. Sadhu Ram Aggarwal, CMD (financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company).

The Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special Resolution is provided herewith

| | |
|---|---|
| Nature of Industry | Financial Services |
| Name of Director | Mrs. Divya Aggarwal. Director and CFO |
| Age | 33 Years |
| Date of first appointment on the Board | May 02, 2022 |
| DIN | 07684118 |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company | Mrs. Divya Aggarwal is wife of Mr. Udit Aggarwal (He is appointed as Non-executive Director of the Company, w.e.f., May 02, 2022. Also, She is Daughter-in-law of Mr. Sadhu Ram Aggarwal, the Director of the Company |
| Qualifications | Chartered Accountant |
| Remuneration paid | Rs. 1,00,000/- per month |
| Proposed Increase in the Renumeration (Amount upto) | Rs. 2,00,000/- per month |
| Brief Resume and Expertise in specific Functional areas | Mrs. Divya Aggarwal is a qualified Chartered Accountant and a member of Institute of Chartered Accountant of India. She has a very good understanding of matter relating to Taxation, Finance and Accounts. She has undertaken various audit assignments of corporate and also has in depth knowledge of legal compliances. She has also compiled a book on CSR Laws in India and all India VAT. |
| Terms and Conditions of Appointment / Re-appointment | As per the resolution passed at the 28th AGM of the Company |
| No. of Shares held | 6,00,000 Equity Shares of the Company |

Pursuant to the recommendations of Nomination and Remuneration Committee, your Directors recommend the Resolution as a Special Resolution for approval of the Members.

By Order of Board of Directors
For Jindal Capital Limited

sd/-
Srishti Gumber
Company Secretary
Mem. No.: 53668

Date: 05.09.2026
Place: Delhi

ANNEXURE

1. **For re-appointment of Mr. Sadhu Ram Aggarwal, as the Chairman-cum-Managing Director, who retires by rotation and being eligible, offers himself for re-appointment):**

| | |
|---|---|
| Name of Director | Mr. Sadhu Ram Aggarwal |
| Age | 68 Years |
| Date of first appointment on the Board | Mr. Sadhu Ram Aggarwal (DIN:00961850) has been appointed as an Additional Director (Executive) on the Board of the Company with effect from March 30, 2022, and was regularized by the shareholders at the subsequent 28th Annual General Meeting of the Company held on 24th June, 2022. Further, he has been appointed as the Chairman-cum-Managing Director of the Company w.e.f. May 18, 2022 |
| DIN | 00961850 |
| Qualifications | Chartered Accountant |
| Brief Resume and Expertise in specific Functional areas | Mr. Sadhu Ram Aggarwal is a qualified Chartered Accountant and a member of Institute of Chartered Accountant of India. He is well versed with the corporate laws and other allied laws. He has been working in the field of finance and been an eminent consultant and expert in the field of finance and related laws.<br>He is a commerce graduate from Delhi University, Delhi. He has rich experience in the field of stock market. He has taken many discourses in financial planning and has served many corporate clients in past 38 years in said field.. |
| Terms and conditions of Re-appointment | Liable to retire by rotation |
| Reason for change r.e. Appointment/Re- Appointment | Re-Appointment pursuant to retiring by rotation |
| Relationship with other Directors, Manager and other Key Managerial Personnel of the company | Mr. Sadhu Ram Aggarwal is the father of Mr. Udit Aggarwal, Non-executive Director of the Company and father-in-law of Mrs. Divya Aggarwal, the Executive Director & CFO of the Company |
| Terms and Conditions of Appointment / Re-appointment | There will be not be any kind of change in the terms and conditions pursuant to his re-appointment as the Director, who is retiring by rotation and being re-appointed as such. All of the Terms and conditions specified when he was initially appointed and regularised at the 28th AGM of the Company will remain unchanged. |

| | |
|---|---|
| No. of other Directorships held in other Public Companies. | 0 |
| No. of Board Meetings attended during the year 2025-26 | 7 |
| Remuneration last drawn by such person, if applicable and Remuneration sought to be paid | Rs. 1,00,000/- per month |
| Resignation from listed entities in the past three(3) years | NA |
| Chairman / Membership of the Committees of the Boards of other Companies in which he is Director | NIL. |
| No. of Shares held | 7,00,116 Equity Shares of the Company |
| Information as required pursuant to BSE Circular ref.no. LIST/COMP/14/ 2018-19 and NSE Circular ref. no. NSE/CML/2018/24 dated 20th June, 2018 | Mr. Sadhu Ram Aggarwal is not debarred from holding the office of director of the Company pursuant to any order passed by the Securities and Exchange Board of India or any other authority. |

**Jindal Capital Limited**
**CIN: L65910DL1994PLC059720**
**Regd.Office:201, Aggarwal Plaza, Sector-9, Rohini, Delhi-110085**
**Tel: 011-45578272, Website: www.jindalcapital.co.in**
**Email: info@jindalcapital.co.in**

**Proxy Form**

| |
|---|
| Name of the member (s): ……………………………………………………………………………… |
| Registered Address: ……………………………………………………………………………………<br>………………………………………………………. E-mail ID……………………………………. |
| Folio No. / Client ID ………………………………. DP ID: ………………………………………… |

I/We, being the member (s) of shares of the Company, Jindal Capital Limited, hereby appoint:

1. Name: ……………………………………. Address: …………………………………………………

   Email Id………………………………...... Signature .......................................... or failing him

2. Name: ……………………………………. Address: …………………………………………………

   Email Id………………………………...... Signature .......................................... or failing him

3. Name: ……………………………………. Address: …………………………………………………

   Email Id………………………………...... Signature .......................................... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Wednesday, 30th September, 2026 at 11:00 A.M at the Registered Office of the Company situated at 201, Aggarwal Plaza, Sector-9, Rohini, (D.C. Chowk), Delhi-110085 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.................................................. 2.................................................. 3..................................................

4................................................. 5................................................. 6.................................................

Signed this…………………………………. day of 2026.

Signature of Shareholder (Affix Revenue Stamp)

Signature of Proxy Holder(s)...............................................................

Note: This form of Proxy in order to be effective should be duly completed, stamped as per applicable laws, signed and deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the meeting. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid. The Proxy holder shall prove his identity at the time of attending the meeting.

**Jindal Capital Limited**
**CIN: L65910DL1994PLC059720**
**Regd.Office:201, Aggarwal Plaza, Sector-9, Rohini, Delhi-110085**
**Tel: 011-45578272, Website: www.jindalcapital.co.in**
**Email: info@jindalcapital.co.in**

## ATTENDANCE SLIP

## 31st ANNUAL GENERAL MEETING

| | | |
|---|---|---|
| Envelope No. | : | |
| Name of the sole/ first named ember(s) | : | |
| Registered Address of sole/first named member | : | |
| Name(s) of Joint Holders | : | |
| Registered Folio No./ DP ID & Client ID No. | : | |
| No. of Shares held | : | |

I/We hereby record my/our presence at the 32nd Annual General Meeting of the Company held on Wednesday, 30th September, 2026 at 11:00 A.M at the Registered Office of the Company situated at 201, Aggarwal Plaza, Sector-9, Rohini, (D.C. Chowk), Delhi-110085.

______________________________ ______________________________

Member's/Proxy's Name in Block Letters Member's/Proxy's Signature

Note: Please complete the Attendance Slip and hand it over at the Attendance Verification Counter at the venue of the Meeting. Please also bring your copy of the Annual Report. Proxies are requested to carry a valid ID proof for verification at the time of attendance.

...................................Please cut here and bring the above Attendance Slip to the Meeting Hall.....................................

REMOTE E-VOTING PARTICULARS

Dear Shareholder,
Sub: Process and manner for availing remote e-voting facility
As per Section 108 of the Companies Act, 2013 read with Rules notified there under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its members facility to cast their votes using an electronic voting system from a place other than venue of the meeting ("remote e-voting") in relation to the business to be transacted at the 32nd Annual General Meeting (AGM) of the company to be held on Wednesday, 30th September, 2026 at 11:00 A.M. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facilities. The Notice of AGM of the Company inter-alia indicating the process and manner of remote e-voting along with Attendance Slip and Proxy form can be downloaded from the link https://www.evoting.nsdl.com or www.jindalcapital.co.in

The remote e-voting particulars are set out below.

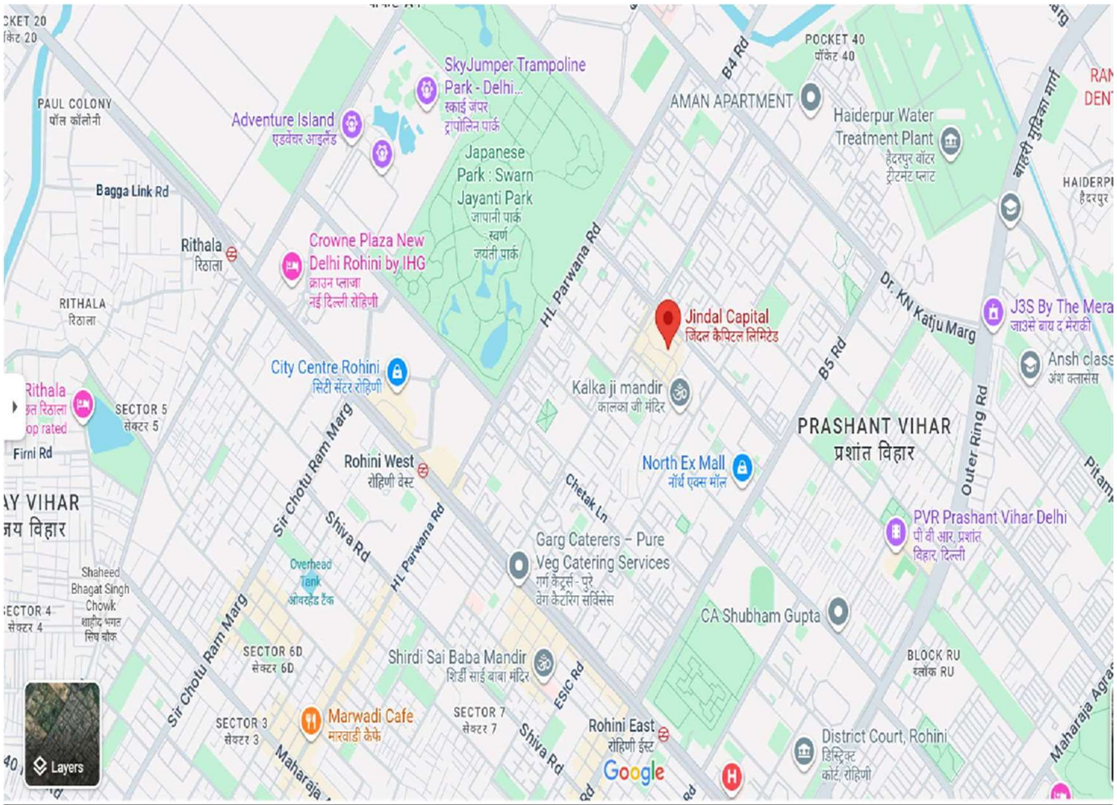
| EVEN (Remote e-voting event number) | User ID | PASSWORD / PIN |
|---|---|---|
| **142491** | | |

The remote e-voting facility will be available during the following voting period:

| Commencement of remote e-voting | End of remote e-voting |
|---|---|
| **September 26, 2026 at 09:00 A.M.** | **September 29, 2026 at 05:00 P.M** |

Please read the instructions given in the Notice of the 32nd Annual General Meeting of the Company dated 05th September, 2026 carefully before availing remote e-voting facilities.

## Road Map



SkyJumper Trampoline Park - Delhi...
स्काई जंपर ट्रांपोलिन पार्क
POCKET 40
पॉकेट 40
B4 Rd
AMAN APARTMENT
Haiderpur Water Treatment Plant
हैदरपुर वॉटर ट्रीटमेंट प्लांट
PAUL COLONY
पॉल कॉलोनी
Adventure Island
एडवेंचर आइलैंड
Japanese Park : Swarn Jayanti Park
जापानी पार्क स्वर्ण जयंती पार्क
Bagga Link Rd
HAIDERPUR
हैदरपुर
Rithala
रिठाला
Crowne Plaza New Delhi Rohini by IHG
क्राउन प्लाज़ा नई दिल्ली रोहिणी
HL Parwana Rd
Dr. KN Katju Marg
RITHALA
रिठाला
Jindal Capital
जिंदल कैपिटल लिमिटेड
J3S By The Mera
Ansh class
B5 Rd
City Centre Rohini
सिटी सेंटर रोहिणी
Kalka ji mandir
कालका जी मंदिर
SECTOR 5
सेक्टर 5
PRASHANT VIHAR
प्रशांत विहार
Firni Rd
Sir Chotu Ram Marg
Rohini West
रोहिणी वेस्ट
North Ex Mall
नॉर्थ एक्स मॉल
Outer Ring Rd
Chetak Ln
Shiva Rd
PVR Prashant Vihar Delhi
पी वी आर, प्रशांत विहार, दिल्ली
Overhead Tank
ओवरहेड टैंक
Garg Caterers - Pure Veg Catering Services
गर्ग कैटर्स - प्योर वेज कैटरिंग सर्विसेस
Shaheed Bhagat Singh Chowk
शहीद भगत सिंह चौक
CA Shubham Gupta
SECTOR 6D
सेक्टर 6D
BLOCK RU
ब्लॉक RU
Shirdi Sai Baba Mandir
शिर्डी साईं बाबा मंदिर
ESIC Rd
SECTOR 3
सेक्टर 3
Marwadi Cafe
मारवाड़ी कैफ़े
SECTOR 7
सेक्टर 7
Rohini East
रोहिणी ईस्ट
District Court, Rohini
डिस्ट्रिक्ट कोर्ट, रोहिणी
Maharaja Agrasen Marg
Layers
Google