



Notice is hereby given that the **16th (Sixteenth) Annual General Meeting** of the Members of Jaro Institute of Technology Management and Research Limited will be held on **Monday, 15th September, 2025 at 10:00 a.m.** at 13th Floor, Vikas Center, Dr. C.G. Road, Chembur – East, Mumbai – 400074, Maharashtra, India to transact the following business:

ORDINARY BUSINESS:

- 1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, and in this regard, to consider and if thought fit, to pass the following resolutions as an ORDINARY RESOLUTION:**

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

- 2. To Appoint Mr. Balkrishna Namdeo Salunkhe (DIN: 01685311), who retires by rotation, as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:**

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Balkrishna Namdeo Salunkhe, (DIN: 01685311), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS:

- 3. Appointment of Secretarial Auditor:**

To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s. Himanshu Gajra & Co., Practising Company Secretary (Firm Registration Number: S2015MH328700), as the Secretarial Auditor of the Company for a period of five (5) years, commencing on April 01, 2025, until March 31, 2030, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the

Jaro Institute of Technology Management and Research Limited

Registered Office : 11th Floor, Vikas Centre, Dr. C. G. Road, Near Basant Theatre, Chembur (E), Mumbai - 400 074, India.

CIN: U80301MH2009PLC193957 | Tel: +91-22-61439700 | www.jaro.in | Email: comp@jaro.in | Ref. no: 50599

Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.

4. To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT in suppression of Special Resolution passed by the Members in its meeting held on October 17, 2023 and pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modification or re-enactment thereof for the time being in force), and the rules framed thereunder the consent of the members of the Company be and is hereby accorded to the Board of Directors to, inter alia, (a) give any loan to any person(s) or other body corporate(s);(b)give any guarantee or provide security in connection with a loan to any person(s) or other body corporate(s); and (c) acquire by way of subscription, purchase or otherwise, securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company however, that the aggregate of the loans and investments so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company, from time to time, shall not exceed, at any time INR 300 Crores (Indian Rupees Three Hundred Crores Only) over and above the limit of sixty per cent of the paidup share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

RESOLVED FURTHER THAT the Board or any Committee thereof (with further powers to delegate) is authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and to settle any question or doubt that may arise in relation thereto.”

5. To increase managerial remuneration payable to Ms. Ranjita Raman (DIN: 07132904), Whole-time Director and CEO in accordance with sections 197 and 198 of the Companies Act, 2013, for the Financial year 2025-26.

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:



RESOLVED THAT 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 and the applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the Members be and is hereby accorded to increase the overall managerial remuneration payable to Ms. Ranjita Raman, Whole-time Director and Chief Executive Officer (DIN: 07132904), for the financial year 2025–26, in excess of 5% (five percent) of the net profits of the Company, such that the total remuneration, including the exercise of stock options, performance-linked incentives, and other benefits, shall not exceed 8% (Eight percent) of the net profits of the Company, computed in accordance with Section 198 of the Act read with Schedule V thereto.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/or all questions/ matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company.”

**For and on behalf of the Board of Directors of
Jaro Institute of Technology Management and Research Limited**

Sd/-

Sanjay Namdeo Salunkhe
Managing Director
DIN: 01900632
Address: 606/A, Golf Scappe,
Near Diamond Garden,
Sion Trambay Road, Chembur,
Mumbai - 400071,
Maharashtra, India

Place: Mumbai
Date: 21/08/2025

Registered Office: 11th Floor, Vikas Centre, Dr. C. G. Road,
Chembur - East, Mumbai - 400074,
Maharashtra, India
CIN: U80301MH2009PLC193957
Website: www.jaroeducation.com
E-mail: cs@jaro.in
Tel.: +91 022 25205763

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NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under item no. 3 to 5 of the Notice are annexed hereto.
2. A member entitled to attend and vote at the meeting shall be entitled to appoint a proxy to attend and, on a poll, to vote at the meeting, and the proxy need not be a member of the company.
3. Proxies in order to be valid must be deposited at the registered office of the company not less than forty-eight hours before the time for holding the meeting.
4. A person appointed as proxy shall act on behalf of such member or a number of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. However, 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 shareholder. A proxy shall not vote except on a poll.
5. Non-resident Indian Members are requested to inform about the following to the Company or its RTA, or the concerned DP, as the case may be, immediately:
 - a. the change in the residential status and
 - b. the particulars of the NRE Account with a bank in India, with complete name, branch, account type, account number and address of the bank with Pin code, if not furnished earlier.
6. To support the 'Green initiative', the Members who have not registered their e-mail addresses are requested to register the same with their depository participant or RTA of the Company.
7. All the documents referred to in the accompanying Notice are open for inspection at the registered Office of the Company on all working days between 11.00 A.M to 1.00 P.M. up to the date of AGM.
8. The Register of Directors and Key Managerial Personnel and their Shareholding and the Register of Contracts and Arrangements maintained under Sections 170 and 189 of the Companies Act, 2013, respectively are available for inspection at the registered office of the Company during business hours between 11.00 A.M. to 1.00 P.M. except on holidays and will be made available for inspection at the venue of the meeting.
9. Members are requested to bring a duly filled-in attendance slip along with their copy of the Annual Report to the Meeting.

10. Corporate Members intending to send their Authorised Representatives to attend and vote at the Meeting are requested to ensure that the Authorised Representative carries a duly certified true copy of the Board Resolution, Power of Attorney or such other valid authorisation, authorizing him to attend and vote at the Meeting and any one of the photo identity proofs (viz. Driving License, PAN Card, Election Card, Passport or any other valid proof).

**For and on behalf of Board of Directors of
Jaro Institute of Technology Management and Research Limited**

Sd/-

**Sanjay Namdeo Salunkhe
Managing Director**

DIN: 01900632

Address: 606/A, Golf Scappe,
Near Diamond Garden,
Sion Trambay Road, Chembur,
Mumbai - 400071,
Maharashtra, India

Place: Mumbai

Date: 21/08/2025

Registered Office: 11th Floor, Vikas Centre, Dr. C. G. Road,
Chembur - East, Mumbai - 400074,
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CIN: U80301MH2009PLC193957

Website: www.jaroeducation.com

E-mail: cs@jaro.in

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EXPLANATORY STATEMENT

Item no. 3 – Appointment of Secretarial Auditor:

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“the Act”), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practising Company Secretary, to their Board’s report, prepared under Section 134(3) of the Act.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of M/s. Himanshu Gajra & Co., Practising Company Secretaries (Membership No. F11691 and Certificate of Practice Number 25306), as the Secretarial Auditors of the Company for a period of five years, commencing from April 1, 2025, to March 31, 2030. The appointment is subject to shareholders’ approval at the Annual General Meeting.

M/s. Himanshu Gajra & Company is a peer-reviewed and a well-established Proprietorship of Practising Company Secretaries, registered with the Institute of Company Secretaries of India. The Proprietorship is led by Himanshu Gajra. He is an experienced professional in the field of corporate governance and compliance. His expertise spans corporate advisory, transactional services, and due diligence. The Proprietorship has strong professional credentials who align with its core values of character, competence, and commitment. It is specialised in compliance audit and assurance services, advisory and representation services, and transactional services.

The terms and conditions of M/s. Himanshu Gajra & Company appointment include a tenure of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The proposed fees in connection with the secretarial audit shall be Rs. 75,000/- (Rupees Seventy-Five Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2025-26, and for subsequent year(s) of their term, such fees as may be mutually agreed between the Board of Directors and M/s. Himanshu Gajra & Company. In addition to the secretarial audit, M/s. Himanshu Gajra & Company shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

M/s. Himanshu Gajra & Company has provided its consent to act as the Secretarial Auditors of the Company and has also confirm that he is not disqualified and is eligible to be appointed as Secretarial Auditors.

Accordingly, the consent of the shareholders is sought for the appointment of M/s. Himanshu Gajra & Company as the Secretarial Auditors of the Company

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 3 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

Item no. 4 – To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

The shareholders of the Company had, by a special resolution passed at their Meeting of the Company held on 17th day of October, 2023, authorized / empowered the Board of Directors to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, upto a maximum aggregated amount of INR 100 Crores (Indian Rupees Hundred Crores Only) outstanding at any point of time, over and above the permissible limited under Section 186 (2) of the Act (being sixty percent of the Company's paid-up share capital, free reserves and securities premium account or one hundred per cent of the Company's free reserves and securities premium account, whichever is more).

In view of increased turnover and profitability during past years, the company may have spare funds. Further, for better utilisation of funds available with the company and considering the long-term business plans of the Company, achieving greater financial flexibility and to enable optimal financial structuring and to keep sufficient safeguard, the said limits specified under Section 186 be increased to Rs. 300 Crores (Rupees Three Hundred Crores Only) with the approval of shareholders.

The approval of the members is being sought by way of a Special Resolution pursuant to Section 186 of the Act read with the Rules made thereunder, to enable the Company to make

sizeable loans /investments and issue guarantees / securities to persons or bodies corporate, from time to time, exceeding sixty percent of its paid-up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

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

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

Item no. 5 - To increase managerial remuneration payable to Ms. Ranjita Raman (DIN: 07132904), Whole-time Director and CEO in accordance with sections 197 and 198 of the Companies Act, 2013, for the Financial year 2025-26.

On the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on June 22, 2023, had approved the re-appointment of Ms. Ranjita Raman as the Whole-time Director of the Company and CEO of the Company and approved the terms of the remuneration of Ms. Ranjita Raman and the same was subsequently approved by the Shareholders in their Meeting held on July 24, 2023.

As per Section 197 and other applicable provisions of the Act, the remuneration payable to any one managing director or whole-time director or manager shall not exceed 5% of the net profits of the Company and if there is more than one such director remuneration shall not exceed 10% of the net profits to all such directors and manager taken together.

The remuneration payable to Ms. Ranjita Raman includes perquisites, i.e. exercising stock options, performance-linked incentive and other benefits to her, resulting in exceeding the overall limit of 5% of the net profit of the Company for the financial year 2025-26.

Accordingly, the Board recommends the resolution for approval of the shareholders to increase the managerial remuneration payable to Ms. Ranjita Raman, Whole-time Director (DIN: 07132904) and Chief Executive Officer of the Company, in excess of 5% of the net profits computed in accordance with Section 198 of the Act of the Company. The remuneration shall not exceed 8% of the net profits for the financial year 2025-26.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditors, if any.

All relevant documents referred to in the AGM Notice and the Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days (except Saturday(s), Sunday(s) and Public Holidays) up to the date of the Annual General Meeting and during the continuance of the Annual General Meeting.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

Except Ms. Ranjita Raman, no other director(s) and Key Managerial Personnel(s) or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

The information required to be provided in terms of Schedule V of the Companies Act, 2013, is given hereunder:

I. GENERAL INFORMATION:

- 1) **Nature of Industry:** The Company is an online higher education and upskilling company.
- 2) **Date of Commencement of ~~Commercial Production~~:** The Company was incorporated on July 09, 2009.
- 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 indicator:**

(Amount in Lakhs)

| Particular | For the financial year ended 31 st March, 2024 | For the financial year ended 31 st March, 2023 |
|--|--|--|
| Total Income | 20,257.68 | 12,460.17 |
| Less: Expenses | 14,807.07 | 10,886.92 |
| Profit before exceptional and extraordinary items and tax | 5,450.61 | 1,573.25 |
| Less: Exceptional item | - | - |
| Profit before tax | 5,450.61 | 1,573.25 |
| Gain on Subsidiary | - | - |
| Less: Tax Expenses | 687.71 | 333.49 |
| Adjustments for earlier years | (81.09) | - |
| Deferred Tax(credit) | 791.38 | 88.06 |
| Exception expenditure | - | - |
| Profit after Tax | 4,052.61 | 1,151.72 |
| Other comprehensive income/(loss) for the year, net of tax | (19.87) | (11.88) |
| Total Income | 4,032.74 | 1,139.84 |

| Earnings per Share (Face Value Rs.10) | | |
|---------------------------------------|-----------|----------|
| Basic (Rs.) | Rs. 20.16 | Rs. 5.73 |
| Diluted (Rs.) | Rs. 19.96 | Rs. 5.69 |

5) **Foreign investments or collaborations, if any:** NOT APPLICABLE

II. INFORMATION ABOUT THE APPOINTEE:

1) Background Details:

Ms. Ranjita Raman, aged 43 years, holds a degree of international master of business administration in marketing from the United Business Institutes, Brussels, Belgium and has completed the senior management programme from the Indian Institute of Management, Ahmedabad. She has been associated with the Company since 2015 and has over 18 years of experience in the education sector.

2) Past remuneration:

During the previous financial year 2024-25, Ms. Ranjita Raman was paid managerial remuneration of Rs. 4.95 Crore

3) Recognition or Awards:

| Year | Award/Recognition | Category / Highlight |
|------|--|---|
| 2022 | Dynamic Women Leaders | Business Outlook -Recognised for outstanding corporate leadership |
| 2021 | Featured in Forbes India | Forbes India - Contribution at Jaro Education leveraging technology in executive education |
| 2021 | Education Leadership Award – Business Leader of the Year | Significant achievements in the education sector |
| 2020 | Woman Icon Awards | Leadership Category – Exceptional leadership attributes |
| 2015 | Young Achiever Award | Recognised for remarkable accomplishments at an early career stage |

4) Job Profile and her Suitability:

Ms. Ranjita Raman devotes her full time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company. She has more than 18 years of experience. She has been associated with the Company since March 20, 2015, and the Company will continue to be benefited from her leadership and guidance.

5) **Remuneration Proposed:**

The details of the proposed remuneration are presented in the resolution set out in Item No. 5 of the Notice.

6) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The remuneration payable, excluding the gains from the exercise of employee stock options, has been benchmarked with the remuneration being drawn by peers in similar capacity in similar companies of comparable size in the same industry and has been considered by the Nomination and Remuneration Committee of the Company. The profile of Ms. Ranjita Raman, her responsibilities, complex business operations, industry benchmark and size of the Company justify the payment of said remuneration and commensurate with the remuneration packages paid to their similar counterparts in other companies.

7) **Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel:**

Ms. Ranjita Raman is currently the Whole-time Director and CEO of the Company. The Company has also granted 1,87,500 and 1,00,000 employee stock options under the ESOP scheme 2022, Grant 1 and Grant 2, respectively, formulated by the Company. Ms. Ranjita Raman has no other pecuniary relationship with the Company or with any key managerial personnel except to the extent of her shareholding and remuneration as Whole-time Director and CEO, and as mentioned above.

III. **OTHER INFORMATION:**

- 1) **Reasons of loss or inadequate profits:** The Managerial Remuneration paid by the Company is well within the prescribed limits under Section 197 of the Companies Act, 2013; however, since fair value difference on exercising stock options is treated as perquisites under the Income Tax Act, 1961, the Company is required to approve the limit under Schedule V.
- 2) **Steps taken or proposed to be taken for improvement:** Refer to point no 1 above
- 3) **Expected increase in productivity and profits in measurable terms:** Refer to point no 1 above.

IV. **DISCLOSURES:**

The disclosures on the remuneration package of each Director and details of all elements of the remuneration package, details of fixed components and stock options details, etc., were given in the Board's Report.

ANNEXURE

Details of Directors seeking Appointment vide this Notice pursuant to Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (ICSI):

| Sr. No. | Particular | Details |
|---------|---|---|
| 1. | Name of Director | Ms. Ranjita Raman |
| 2. | Date of Birth | 05/03/1982 |
| 3. | DIN | 07132904 |
| 4. | Age | 43 years |
| 5. | Qualification | holds a degree of international master of business administration in marketing from the United Business Institutes, Brussels, Belgium and has completed the senior management programme from the Indian Institute of Management, Ahmedabad. |
| 6. | Brief resume and experience | She has more than 18 years of experience. She has been associated with the Company since March 20, 2015, and the Company will continue to benefit from her leadership and guidance. |
| 7. | Terms and conditions of appointment | Copy of the appointment letter, setting out the terms and conditions of her appointment, is available for inspection as per the details mentioned in note no. 6 |
| 8. | Remuneration proposed to be paid | Managerial Remuneration and Performance Incentive as approved by the Board from time to time within the limit approved by the Members. |
| 9. | Date of first appointment on the Board, last drawn remuneration and number of board meetings attended | Ms. Ranjita Raman has been associated with the Company as a Director since March 20, 2015. During the previous financial year 2024-25, Ms. Ranjita Raman was paid managerial remuneration of Rs. 4.95 Crores. During the financial year FY 2025-26 (as on 21/08/2025), 2 (Two) Board Meetings were convened and held, and Ms. Ranjita Raman has attended the 1 (One) Board Meeting. |
| 10. | Relationships with other directors and Key Managerial Personnel inter-se | None |
| 11. | Directorship or Membership/ Chairmanship held in other Companies' Boards. | Nil |

| | | |
|-----|---|----------|
| 12. | No. of Equity shares held in the Company (As on March 31, 2025) | 1,66,668 |
|-----|---|----------|

Annexure to the notice dated August 21, 2025:

Details of Directors retiring by rotation at the Meeting:

| Mr. Balkrishna Namdeo Salunkhe | |
|---|--|
| Age | 57 Years |
| Qualifications | Chartered Financial Analyst, Master of Management Studies, Bachelor of Commerce. |
| Experience (Including expertise in a specific functional area) / Brief Resume | He was associated with Rajinder International Finance Limited as a research analyst and General Insurance Corporation of India. He has been a visiting faculty member at Welinger Institute of Management since 1995 and with IFEEL Institute. |
| Terms and Conditions of Re-appointment | In terms of Section 152(6) of the Companies Act, 2013, Mr. Balkrishna Namdeo Salunkhe, Director, is liable to retire by rotation. |
| Remuneration last drawn (including sitting fees, if any) (FY2024-25) | Nil |
| Remuneration proposed to be paid | Nil |
| Date of first appointment on the Board | December 08, 2010 |
| Shareholding in the Company including shareholding as a beneficial owner as on March 31, 2025 | Mr. Balkrishna Namdeo Salunkhe directly holds 4,57,098 (2.26%) equity shares of Rs. 10/- each of the Company Apart from above Mr. Sanjay Namdeo Salunkhe, Mrs. Anita Sanjay Salunkhe, and Mr. Rajendra Namdeo Salunkhe, together and collectively, through entities controlled by them, hold 84.66% equity shares of the Company. |
| Relationship with other Directors / Key Managerial Personnel | Brother of Mr. Sanjay Namdeo Salunkhe, Managing Director, and not related to any other Director / Key Managerial Personnel |

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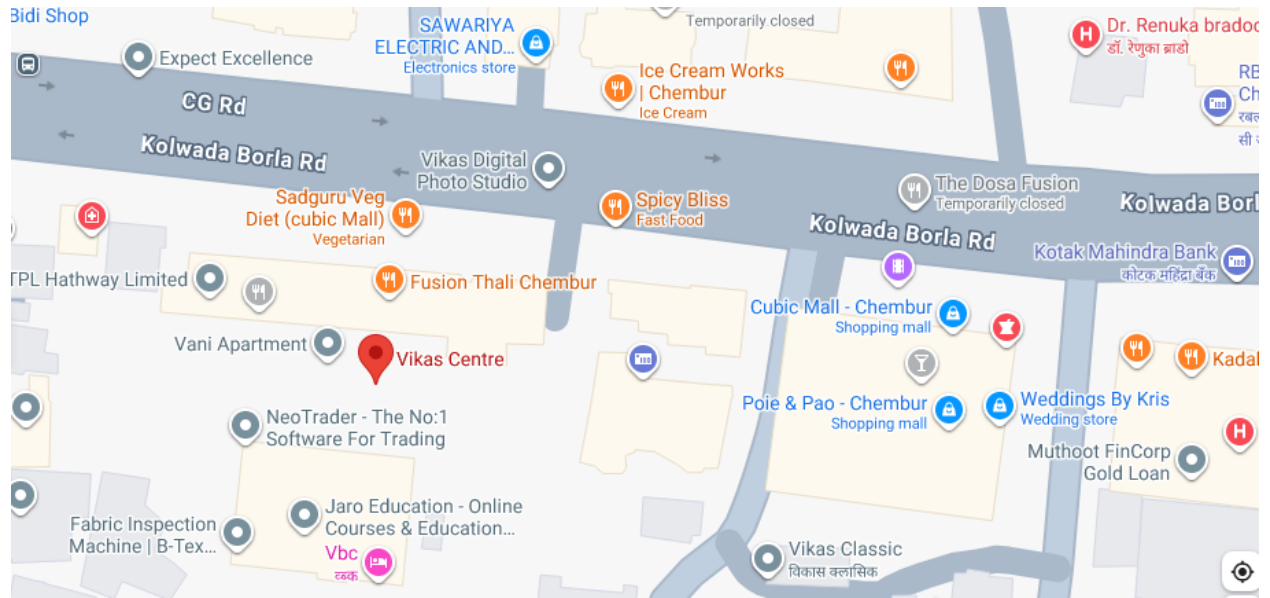
| | |
|--|---|
| Number of meetings of the Board attended | FY 2024-25: Out of 9 meetings, he attended 8 Meetings. FY 2025-26 (till the date of this Notice): Out of 2 meetings, he attended 2 Meetings. |
| Directorships of other Boards as on March 31, 2025 | 1) Net Recruitment Services Private Limited 2) Verification Solutions Private Limited 3) Net HR Solutions (I) Private Limited 4) Net Education Entrepreneurship and Leadership Limited |
| Membership / Chairmanship of Committees of other Boards as on March 31, 2025 | Nil |
| Listed entities from which the Director has resigned in the past three years | Nil |

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ROUTE MAP TO THE VENUE OF THE AGM



Landmark: Behind ICICI Bank & Sadguru Veg restaurant

Jaro Institute of Technology Management and Research Limited

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ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the Meeting premises)

I, hereby record my presence at the Annual General Meeting of Jaro Institute of Technology Management and Research Limited held at 10.00 A.M. on Monday, 15th September, 2025, at the venue situated at 13th Floor, Vikas Center, Dr. C.G. Road, Chembur - East, Mumbai - 400074, Maharashtra, India.

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

| | |
|---------------------------|--|
| Name | |
| Address & Email ID | |
| Folio no. (if applicable) | |
| No. of shares held | |

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company

Signature of member/proxy

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**Form No. MGT-11
PROXY FORM**

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

| | |
|----------------------|--|
| CIN: | U80301MH2009PLC193957 |
| Name of the Company: | Jaro Institute of Technology Management and Research Limited |
| Registered office: | 11th Floor, Vikas Centre, Dr. C. G. Road, Chembur - East, Mumbai - 400074, Maharashtra, India. |

| | |
|------------------------|--|
| Name of the Member(s): | |
| Registered address: | |
| E-mail ID : | |
| Folio No./ Client ID: | |
| DP ID: | |

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

- | | |
|------------|----------------------------------|
| 1. Name: | Address: |
| E-mail Id: | Signature:, or failing him |
| 2. Name: | Address: |
| E-mail Id: | Signature:, or failing him |
| 3. Name: | Address: |
| E-mail 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 Annual General Meeting of the Company, to be held on Monday, 15th September, 2025 at 10.00 a.m. at 13th Floor, Vikas Center, Dr. C.G. Road, Chembur - East, Mumbai - 400074, Maharashtra, India and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

| Resolution No. | Description of the Resolution |
|----------------|--|
| | Ordinary Business: |
| 1. | Adoption of Financial Statement for the Financial Year ended 31 st March, 2025: |

Jaro Institute of Technology Management and Research Limited

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| | |
|----|---|
| 2. | Re-Appointment of Mr. Balkrishna Namdeo Salunkhe (DIN: 01685311) as a Director Liable to retire by rotation: |
| | Special Business: |
| 3. | Appointment of Secretarial Auditor: |
| 4. | To make investments, give loans, guarantees and security in excess of limits specified under section 186 of the Companies Act, 2013 |
| 5. | To increase managerial remuneration payable to Ms. Ranjita Raman (DIN: 07132904), Whole-time Director and CEO in accordance with sections 197 and 198 of the Companies Act, 2013, for the Financial year 2025-26. |

Signed this day of..... 2025

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

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