NOTICE

NOTICE IS HEREBY GIVEN THAT THE 21ST ANNUAL GENERAL MEETING OF NJ ASSET MANAGEMENT PRIVATE LIMITED WILL BE HELD ON WEDNESDAY, JULY 29, 2026 AT 11.00 AM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT BLOCK NO. 601, 3RD FLOOR, C TOWER, UDHNA UDYOGNAGAR SANGH COMMERCIAL COMPLEX, CENTRAL ROAD NO. 10, UDHNA SURAT 394210, GUJARAT TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March 2026 including Balance Sheet as at that date and Profit and Loss Account for the year ended that date together with the Board of Directors Report and Auditors Report thereon and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** the Audited Financial Statements for the year ended on 31st March 2026 together with Statutory Auditors Report and Board of Directors Report as circulated be and are hereby received, considered and adopted pursuant to Section 137 and other applicable provisions, if any of the Companies Act, 2013."

2. To approve the Employee Stock Option Plan (ESOP) Policy and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India regulations, if any, and subject to such other approvals, permissions and sanctions as may be necessary, consent of the Members be and is hereby accorded for approval and adoption of the revised Employee Stock Option Plan (ESOP) Policy of the Company.

   RESOLVED FURTHER THAT Mr. Niraj Choksi - Director and Chairman of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

By order of the Board of Directors of
NJ Asset Management Private Limited

Punam Upadhyay
Company Secretary

NJ ASSET MANAGEMENT PRIVATE LIMITED
MUMBAI

Date: June 29, 2026
Place: Mumbai

NJ Asset Management Private Limited (CIN: U67100GJ2005PTC046959)
Registered Office: Block No. 601, 3rd Floor, C Tower, Udhna Udyognagar Sangh Commercial Complex, Central Road No.10, Udhna, Surat - 394 210, Gujarat. **Website:** www.njmutualfund.com
Corporate Office: Unit No.101A, 1st Floor, Hallmark Business Plaza, Bandra (East), Mumbai - 400 051, Maharashtra.
For Portfolio Management Service - **E-mail:** customercare@njpms.co.in | **Phone:** 0261 4102888
For Mutual Fund - **Email:** customercare@njmutualfund.com | Phone: 040 49763510

Notes:

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the company.

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

3. A proxy, in order to be effective, must be received at the office of the Company not less than 48 hours before the commencement of the meeting.

4. A member entitled to vote at a meeting of the Company, or any resolution to be moved there at, shall be entitled to inspect the proxies lodged at any time during the business hours in a period beginning 24 hours before the time fixed for commencement of meeting and ending with the conclusion of meeting.

5. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice will be available for inspection by the members of the Company at Registered office of the Company during business hours 10:00 A.M. to 06:00 P.M. (except Saturday and Sunday) up to the date of Annual General Meeting and will also be available during the Annual General Meeting.

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

ITEM NO. 2: TO APPROVE THE EMPLOYEE STOCK OPTION PLAN (ESOP) POLICY

The Company had previously implemented an Employee Stock Option Plan ("ESOP Policy") with the objective of attracting, retaining, motivating and rewarding employees by aligning their interests with the long-term growth and value creation of the Company.

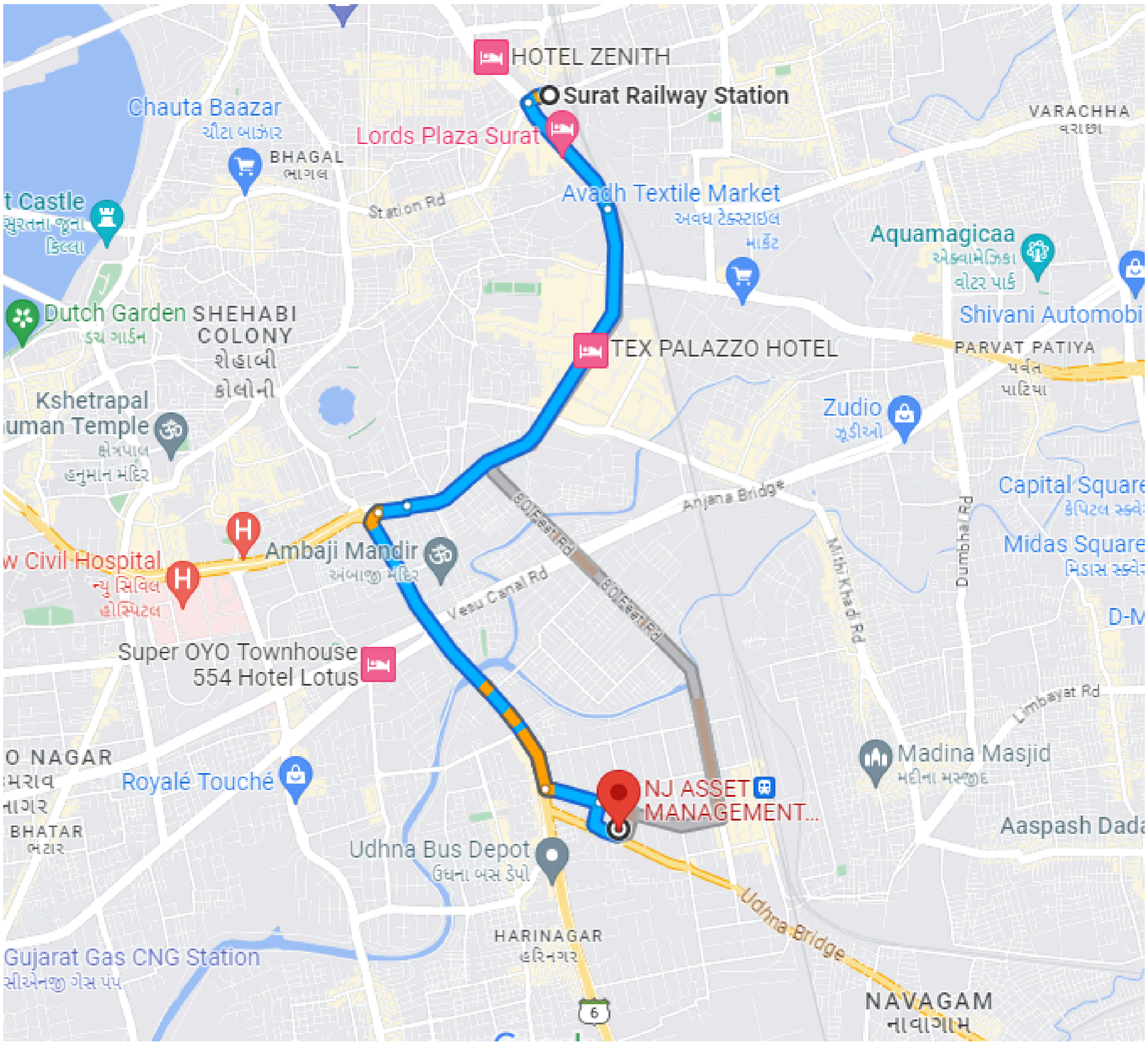
The Board of Directors of the Company, at its meeting held on June 29, 2026, approved the revised Employee Stock Option Plan ("Revised ESOP Policy"), subject to the approval of the Members pursuant to the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any.

The proposed revisions in the ESOP Policy are intended to align the Company's ESOP framework with that of its Sponsor Company, namely NJ India Invest Private Limited, and to ensure greater uniformity and consistency in the administration and implementation of employee benefit schemes within the group.

A copy of the Revised ESOP Policy shall be available for inspection by the Members at the registered office of the Company during business hours on all working days up to the date of the meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of the stock options that may be granted to them under the Revised ESOP Policy.

Venue of AGM


HOTEL ZENITH
Surat Railway Station
Chauta Baazar
ચૌટા બાઝાર
BHAGAL
ભાગલ
Lords Plaza Surat
VARACHHA
વરાછા
Station Rd
Avadh Textile Market
Aquamagicaa
Dutch Garden
SHEHABI COLONY
TEX PALAZZO HOTEL
Shivani Automobi
PARVAT PATIYA
Kshetrapal
Zudio
Capital Square
Anjana Bridge
Ambaji Mandir
Midas Square
Vesu Canal Rd
Mithi Khadi Rd
Dumbhal Rd
Super OYO Townhouse 554 Hotel Lotus
Limbayat Rd
Madina Masjid
NJ ASSET MANAGEMENT...
Royalé Touché
BHATAR
Aaspash Dada
Udhna Bus Depot
Udhna Bridge
HARINAGAR
Gujarat Gas CNG Station
NAVAGAM
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<u>**Form No. MGT-11**</u>

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: U67100GJ2005PTC046959
Name of the Company: NJ Asset Management Private Limited
Registered office: Block No.601, 3rd Floor, C Tower, Udhna Udyognagar Sangh Commercial Complex Central Road No.10 Udhna, Surat-394210, Gujarat, India.

I/We, _________ being the member of NJ Asset Management Private Limited holding _____ shares, hereby appoint

1. Name:
   Address:
   E-mail Id:
   Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 21st Annual General Meeting of members of the Company, to be held on Wednesday, July 29, 2026 at 11.00 a.m. at the registered office of the Company at Block No. 601, 3rd Floor, C Tower, Udhna Udyognagar Sangh Commercial Complex, Central Road No. 10, Udhna Surat - 394210, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution

1. To receive, consider and adopt the Audited Financial Statement for the financial year ended 31^{st} March 2026 including Balance Sheet as at that date and Profit and Loss Account for the year ended that date together with the Reports of Directors and Auditors thereon.
2. To approve the Employee Stock Option Plan (ESOP) Policy

Signed this______day of ______ 2026

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, not less than 48 hours before the commencement of the Meeting.