



A BSE Listed Non-Banking Financial Company

JMJ FINTECH LIMITED

CIN: L51102TZ1982PLC029253

Regd Office: Shop No 3, 1st Floor, Adhi Vinayaga Complex,
No 3 Bus stand, Gopalsamy Temple Street, Ganapathy,
Coimbatore, Tamil Nadu, India-641006

Email: investor@jmjfintechltd.com | Mob:7395922291/92

To,
Department of Corporate Services
BSE Limited (Bombay Stock Exchange)
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400 001

October 26, 2026

Scrip Code: 538834

Subject: Intimation under Regulation 30 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Postal Ballot and Remote E-voting Information

Dear Sir / Madam,

In furtherance to the outcome of the Board Meeting and in compliance with Regulations 30 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with Sections 108 and 110 of the Companies Act, 2013 ("the Act") and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), along with relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars"), we hereby enclose a copy of the Postal Ballot Notice dated October 22, 2026.

The Postal Ballot Notice is being dispatched on Monday, October 26, 2026, solely by electronic mode to all Members whose names appear on the Register of Members / List of Beneficial Owners maintained by the Depositories (NSDL / CDSL) as on the cut-off date, i.e., Friday, October 23, 2026 ("Cut-Off Date"), and whose email addresses are registered with the Company / Depositories / Registrar and Share Transfer Agent, Purva Shareregistry (India) Private Limited, seeking approval of the Members for the Special Business(es) set out in the Notice.

Schedule of Remote E-Voting & Key Events:

Event / Activity	Particulars / Schedule
Cut-Off Date for Voting Rights	Friday, October 23, 2026





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Commencement of Remote e-Voting	Tuesday, October 27, 2026 at 09:00 A.M. (IST)
Conclusion of Remote e-Voting	Wednesday, November 25, 2026 at 05:00 P.M. (IST)
Declaration of Voting Results	On or before Friday, November 27, 2026 (Within two working days of conclusion of e-voting)

In accordance with Rule 22(9) of the Rules and Clause 16.6.3 of the Secretarial Standard on General Meetings (SS-2), the resolutions, if approved by the requisite majority, shall be deemed to have been passed on Wednesday, November 25, 2026 (being the last date specified for remote e-voting).

The results of the remote e-voting, along with the Scrutinizer's Report, will be announced on or before Friday, November 27, 2026 (within two working days of the conclusion of e-voting) and submitted to BSE Limited pursuant to Regulation 44(3) of the SEBI Listing Regulations, as well as displayed on the website of the Company and on the portal of Purva Sharegistry (India) Private Limited.

A public notice in the form of a newspaper advertisement, as mandated under Rule 20 and Rule 22 of the Rules and applicable MCA circulars, is being published in the newspapers and a copy thereof shall be intimated to the Stock Exchange in due course.

Kindly take the above information on your records.

Thanking you,

Yours faithfully,

For JMJ FINTECH LIMITED

VIDYA DAMODARAN

Digitally signed by VIDYA
DAMODARAN
Date: 2026.10.26 16:40:19 +05'30'

Vidya Damodaran

Company Secretary & Compliance Officer

Membership No.: A69509



Encl.: Postal Ballot Notice dated October 22, 2026



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NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

**To,
The Members of JMJ Fintech Limited,**

Notice is hereby given that the resolutions as set out below are proposed to be passed by the Members of **JMJ Fintech Limited** (the 'Company') by means of Postal Ballot through Remote E-voting only, pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 (the 'Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA'), inter-alia, for conducting Postal Ballot through Remote E-voting vide General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including the latest General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as the 'MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, as amended from time to time and other applicable provisions, laws, rules and regulations, if any, for the time being in force. In this regard, the Company has engaged the services of Purva Shareregistry Private Limited, Registrar and Share Transfer Agent ('RTA') of the Company and Central Depository Services (India) Limited (CDSL) to provide Remote E-voting facility.

The Explanatory Statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice (the 'Notice') is annexed herewith for your consideration and forms an integral part of this Notice. Pursuant to the MCA Circulars and Sections 108 and 110 of the Act and the Rules made thereunder, the Company is sending this Notice along with the Explanatory Statement and Remote E-voting instructions only through electronic mode to all those Members, whose e-mail addresses are registered with the Company/RTA or with Depository/Depository Participants and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as on **Friday, October 23, 2026** ('Cut-off date'). Each Member's voting rights shall be reckoned in proportion to his/her share in the paid-up equity share capital of the Company as on the Cut-off date, which will only be considered to avail the facility of Remote E-voting.

In compliance with the requirements of the MCA Circulars as issued from time to time, physical copies of this Notice along with Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the Members for this Postal Ballot and they are required to communicate their assent or dissent through the Remote E-voting system only.

In compliance with Rule 22(5) of the Rules, the Board of Directors of the Company have appointed M/s. Lakshmmi Subramanian and Associates, Practicing Company Secretaries, Chennai as the

Scrutinizer to scrutinize the Postal Ballot through the Remote E-voting process in a fair and transparent manner.

You are requested to peruse the following proposed resolutions along with the Explanatory Statement contained herein and thereafter accord your assent or dissent by means of Remote E-voting facility only. Remote E-voting for the Members to exercise their vote will commence from **Tuesday, October 27, 2026 (at 9:00 A.M. IST) and will end on Wednesday, November 25, 2026 (at 5:00 P.M. IST)** (both days inclusive). The details of the procedure to cast the votes through Remote E-voting form part of the notes to this Notice.

PROPOSED RESOLUTIONS/SPECIAL BUSINESS:

ITEM NO. 1: APPOINTMENT OF MRS. SHINY JOJU (DIN: 08205263) AS AN EXECUTIVE DIRECTOR (WHOLE-TIME DIRECTOR) OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 196, 197, 198, 203 Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), the Reserve Bank of India (RBI) Master Direction – Non-Banking Financial Company – Scale Based Regulation Directions, 2023 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the **prior written approval of the Reserve Bank of India (RBI)** and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company at its meeting held on October 22, 2026, **Mrs. Shiny Joju (DIN: 08205263)**, be and is hereby appointed as an **Executive Director** (Whole-time Director) of the Company for a term of 5 (Five) consecutive years with effect from the **date of obtaining prior written approval from the Reserve Bank of India or the approval from the Shareholders through Postal Ballot, whichever is later**, whose period of office shall be liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT pursuant to Section 197 read with Schedule V to the Act, Mrs. Shiny Joju shall be paid a remuneration of **Rs.50,000/- (Rupees Fifty Thousand Only) per month** (Rs.6,00,000/- per annum), comprising basic salary, perquisites and statutory allowances as recommended by the Nomination and Remuneration Committee and approved by the Board, with liberty to the Board to alter or vary the terms and conditions of remuneration, subject to the overall statutory limits prescribed under Section 197 read with Schedule V to the Act.

RESOLVED FURTHER THAT where in any financial year during the currency of her tenure, the Company has no profits or its profits are inadequate, Mrs. Shiny Joju shall be paid the above remuneration as minimum remuneration, subject to the limits specified in Schedule V to the Act.

RESOLVED FURTHER THAT any Director, Key Managerial Personnel or Company Secretary of the Company be and is hereby severally authorized to execute all such documents, filings, forms (including e-Form DIR-12, Form MR-1 and MGT-14 with the Registrar of Companies), papers, and to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give full effect to this resolution.”

ITEM NO. 2: RE-APPOINTMENT AND RE-DESIGNATION OF MR. JOHNY MADATHUMPADY LONAPPAN (DIN: 00017895) FROM EXECUTIVE CHAIRMAN TO EXECUTIVE DIRECTOR (WHOLE-TIME DIRECTOR) OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (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 of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment and re-designation of **Mr. Johnny Madathumpady Lonappan (DIN: 00017895)**, who has attained the age of 70 (Seventy) years, from **Executive Chairman to Executive Director (Whole-time Director)** of the Company for a term of 5 (Five) consecutive years with effect from **01st December 2026**, on the existing terms, conditions, remuneration, perquisites and allowances as previously approved and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, with his period of office being liable to determination by retirement of directors by rotation.

RESOLVED FURTHER THAT all other terms, conditions and stipulations pertaining to his employment, duties and responsibilities as an Executive Director shall remain effective as approved by the Board and the Board of Directors (including any Committee thereof) be and is hereby authorized to alter, modify or vary the terms and conditions of his re-appointment and remuneration, subject to the overall statutory limits prescribed under Section 197 read with Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) or Key Managerial Personnel be and are hereby authorized to do all such acts, deeds, matters and things, including filing necessary statutory forms (including e-Form MGT-14, MR-1 and DIR-12) with the Registrar of Companies and intimating the Stock Exchanges, as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 3: RE-APPOINTMENT AND RE-DESIGNATION OF MR. JOJU MADATHUMPADY JOHNY (DIN: 02712125) FROM MANAGING DIRECTOR TO CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to Article 134(c) of the Articles of Association of the Company, Mr. Joju Madathumpady Johnny (DIN: 02712125), be and is hereby re-appointed and re-designated from Managing Director to Chairman and Managing Director of the Company for a term of 5 (Five) consecutive years with effect from **09th December 2026**, on the existing terms, remuneration, perquisites and conditions as previously approved and as recommended by the Nomination and Remuneration Committee and approved by the Board.

RESOLVED FURTHER THAT Mr. Joju Madathumpady Johnny, in his capacity as Chairman and Managing Director, shall exercise substantial powers of management of the affairs of the Company under the superintendence, control and direction of the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration in such manner as may be agreed upon between the Board and Mr Joju Madathumpady Johnny, provided such variation remains within the statutory limits specified under Section 197 read with Schedule V to the Act.

RESOLVED FURTHER THAT any Director, Key Managerial Personnel or Company Secretary of the Company be and is hereby authorized to file necessary forms (including e-Form MGT-14, DIR-12

and MR-1) with the Registrar of Companies and perform all acts, deeds and things necessary to give effect to this resolution.”

ITEM NO.4: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH JMJ FINANCE LIMITED:

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 2(1)(zc), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Industry Standards on Minimum Information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions, Reserve Bank of India (RBI) directions for Non-Banking Financial Companies (NBFCs) and the Company's Policy on Related Party Transactions (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the prior approval of the Audit Committee and recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to increase the existing loan/financial assistance limit from Rs.10,00,00,000/- (Rupees Ten Crores Only) to an aggregate cumulative limit not exceeding Rs.15,00,00,000/- (Rupees Fifteen Crores Only) for entering into, extending, modifying or continuing with material contract(s)/arrangement(s)/transaction(s) (including granting corporate loans, financial assistance, advances, or credit facilities) with **JMJ Finance Limited**, a related party under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, whether executed as a single transaction or a series of transactions taken together, on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the proposed Material Related Party Transactions shall be conducted on terms and conditions, interest rates, security cover and pricing structures as determined by the Board of Directors/Audit Committee in accordance with the Company's internal risk management and lending policies and shall not be prejudicial to the overall interest of the Company and its minority shareholders.

RESOLVED FURTHER THAT the Board of Directors (including any authorized Committee thereof) or Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to finalize, execute, sign and deliver all necessary loan agreements, security documents, undertakings, deeds, and filings, to seek required statutory or regulatory approvals, to settle all questions, difficulties, or doubts that may arise in connection with the implementation of the transaction, and to do all such acts, deeds, and things without requiring further consent or approval of the Shareholders.

RESOLVED FURTHER THAT Certified True Copies of this resolution be issued to any concerned regulatory body, bank, financial institution or entity under the signature of any Director or the Company Secretary and Compliance Officer of the Company.”

Date: 22.10.2026
Place: Coimbatore

By order of the Board of Directors
For JMJ Fintech Limited
Sd/-
Johny Madathumpady Lonappan
(DIN: 00017895)
Chairman

NOTES FORMING PART OF THE POSTAL BALLOT NOTICE:

1. The Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules framed thereunder concerning the resolution(s) as set out in the Postal Ballot Notice ("the Notice") is annexed hereto. Relevant details, if any, in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), are also annexed to this Notice.
2. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be made available electronically for inspection by the Members at their request during normal business hours (09:30 A.M. to 05:30 P.M. IST) on all working days up to the date of closure of remote e-voting.
3. In compliance with the applicable provisions of the Act read with the Rules framed thereunder, the SEBI Listing Regulations, and the relevant MCA Circulars:
 - The Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the RTA / Depositories and whose names appear in the Register of Members / List of Beneficial Owners maintained by the Depositories (NSDL / CDSL) as on the cut-off date, i.e., **Friday, October 23, 2026**. The manner of voting on the proposed resolution(s) is restricted only to remote e-voting (i.e., casting votes electronically). Physical copies of the Notice along with Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the Members for this Postal Ballot. A person who is not a Member of the Company as on the aforesaid cut-off date should treat this Notice for information purposes only.
 - To facilitate such Members to receive this Notice electronically and cast their votes, Member(s) who have not registered their e-mail addresses with the Company / Depositories can register the same by sending an email to the Company's Registrar and Share Transfer Agent ("RTA"), **Purva Shareregistry (India) Private Limited**, at **support@purvashare.com / evoting@purvashare.com** or to the Company at **investor@jmjfintechltd.com**. Members holding shares in dematerialized form are requested to register / update their email addresses and mobile numbers with their respective Depository Participant(s) only.
 - The Company is providing remote e-voting facility to the Members of the Company, and for this purpose, has engaged the services of **Central Depository Services (India) Limited (CDSL)**. Detailed instructions for remote e-voting are provided in the Notice.
 - The Notice is available on the Company's website at **<https://jmjfintechltd.com>**, on the website of the Stock Exchange, i.e., BSE Limited at **www.bseindia.com**, and on the remote e-voting portal of CDSL at **www.evotingindia.com**.
4. Any Member(s) who did not receive the Notice may either send an email to the Company at **investor@jmjfintechltd.com** or write to CDSL at **helpdesk.evoting@cdslindia.com** or to the RTA at **support@purvashare.com**.

5. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date, i.e., **Friday, October 23, 2026** (*Every Member holding fully paid-up equity shares shall be entitled to 1 vote per equity share, and partly paid-up equity shares shall be entitled to 0.3 vote per equity share, with aggregate fractional votes rounded down to the nearest whole integer*).
6. E-Voting facility can be exercised only by the Member or their duly constituted attorney, or in the case of body corporates, by the duly authorized representative. A Member cannot exercise his/her vote by proxy on a postal ballot.
7. The Board of Directors of the Company has appointed **Mr. S. Vasudevan**, Partner of **M/s. Lakshmmi Subramanian & Associates**, Practising Company Secretaries, Chennai, as the Scrutinizer to conduct the Postal Ballot / remote e-voting process in a fair and transparent manner ("the Scrutinizer").
8. After completion of scrutiny of the votes, the Scrutinizer will submit their Report to the Chairman of the Company or the Company Secretary. The results of the voting conducted through Postal Ballot (remote e-voting) along with the Scrutinizer's Report will be announced by the Chairman or the Company Secretary on or before **Friday, November 27, 2026** (within two working days from the conclusion of remote e-voting), and will be available on the website of the Company at <https://jmjfintechltd.com>, communicated to BSE Limited at www.bseindia.com, and published on the e-voting portal of CDSL at www.evotingindia.com.
9. The resolutions, if approved by the requisite majority, will be deemed to have been passed on the last date of remote e-voting, i.e., **Wednesday, November 25, 2026**, in accordance with Rule 22(9) of the Companies (Management and Administration) Rules, 2014 and Clause 16.6.3 of Secretarial Standard on General Meetings (SS-2).
10. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they had been passed at a duly convened general meeting of the Members of the Company.

11. Voting through electronic means:

Pursuant to the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations, applicable MCA Circulars, and Secretarial Standard on General Meetings (SS-2), the Company has extended the remote e-voting facility to enable the Members to cast their votes electronically through the e-voting platform provided by **Central Depository Services (India) Limited (CDSL)**.

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

E-VOTING COMMENCEMENT	E-VOTING CONCLUSION
Tuesday, October 27, 2026 at 09:00 A.M. (IST)	Wednesday, November 25, 2026 at 05:00 P.M. (IST)

The remote e-voting module shall be disabled by CDSL for voting at **05:00 P.M. (IST) on Wednesday, November 25, 2026**. Once the vote on a resolution is cast by a Member, the Member will not be allowed to change it subsequently.

CDSL e-Voting System – For Remote e-voting

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through the Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through the CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on **Tuesday, 27th October 2026 at 9:00 AM** and ends on **Wednesday, 25th November 2026 at 5:00 PM**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date), **Friday, 23rd October 2026**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

~~(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.~~

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 or joining virtual meeting & voting during the meeting. 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. 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 & My Easi New (Token) Tab and then click on registration option. 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 with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) 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 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

OR Date of Birth (DOB)	If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Company Name, **JMJ FINTECH LIMITED** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@jmifintechltd.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 helpdesk.evoting@cdslindia.com
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

EXPLANATORY STATEMENT(S)

As required by Section 102 of the Companies Act, 2013 and the rules made thereunder the following Explanatory Statements set out all material facts concerning the Special Businesses referred to in the accompanying notice:

Item No. 1: Appointment of Mrs Shiny Joju (DIN: 08205263) as an Executive Director (Whole-time Director) of the Company:

Based on the recommendations of the Nomination and Remuneration Committee (NRC) at its meeting held on October 22, 2026, the Board of Directors at its meeting held on the same date i.e. October 22, 2026 has approved the appointment of Mrs Shiny Joju (DIN: 08205263) as an Executive Director (Whole-time Director) of the Company for a term of 5 (five) consecutive years, subject to the approval of the Members and the Reserve Bank of India (RBI).

Members may note that as per the RBI Master Direction – Non-Banking Financial Company – Scale Based Regulation Directions, 2023, any change in management resulting in a change/addition of more than 30% of the Directors on the Board (excluding Independent Directors) requires prior written approval of the Reserve Bank of India.

Since, the proposed appointment of Mrs. Shiny Joju increases the non-independent board strength from two to three Directors (representing more than 30% change in non-independent board composition), her appointment as an Executive Director shall become effective from the date of receipt of prior written approval from the Reserve Bank of India or the approval from the Members through Postal Ballot, whichever is later.

In terms of RBI guidelines and the Company's Policy on Nomination and Remuneration, the NRC and the Board have evaluated Mrs. Shiny Joju against the "Fit and Proper" criteria prescribed by the RBI. The Board has verified her background, experience, declarations and qualifications and confirmed that she is fit and proper to hold the office of Executive Director in an NBFC.

In the opinion of the Board, Mrs Shiny Joju fulfils all conditions specified under the Companies Act, 2013("the Act"), the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). She has confirmed that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent in Form DIR-2 to act as a Director of the Company. Pursuant to BSE Circular LIST/COMP/14/2018-19, she has affirmed that she is not debarred from holding the office of Director by virtue of any SEBI order or any other statutory authority.

Key Terms of Remuneration:

- **Tenure:** 5 (Five) consecutive years with effect from the date of appointment
- **Rotational Status:** Liable to retire by rotation pursuant to Section 152 of the Act.
- In the event of loss or inadequacy of profits in any financial year during her tenure, she shall be paid remuneration in accordance with Section 197 read with Schedule V to the Act.

Particulars Remuneration

Basic Salary	Rs. 50,000 /- per month
Other Allowance - Medical & other	Nil
Reimbursements	Nil

Annual Increment	10%
Other Perquisites In addition to the above salary	Nil
Retirement Benefit	Nil
Leave Entitlement	Nil
Remuneration in excess of limits	Nil
Total	Rs. 50,000/- per month

Statement containing additional information as required in Schedule V of the Companies Act, 2013 – Mrs Shiny Joju (Item No.1 of Notice)

I. General Information

1	Nature of Industry	Non-Banking Financial Company (NBFC)
2	Date or expected date of commencement of commercial production	Existing Company in operation since 1982
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	In the financial year 2025-2026, the Company made a turnover of Rs. 2159.61 Lakhs and Profit of Rs. 759.82 Lakhs after tax.
5	Foreign Investments or collaborations, if any	Nil

II. Information about the appointee:

1	Background details	Rich experience in administrative, operational management, corporate governance, and organizational oversight.
2	Past remuneration	Nil
3	Recognition or awards	Nil
4	Job profile and his suitability	Mrs. Shiny Joju has prior experience in corporate governance and board-level responsibilities, having served as a Director and Additional Director in multiple corporate entities operating in the financial services and related business sectors.
5	Remuneration proposed	Rs. 50,000/- per month
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mrs. Shiny Joju is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its activities.
7	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	As on 22.10.2026, Mrs Shiny Joju is a member of Promoter group of the Company & holding 39,434 Equity shares in the company.

		Mr. Joju Madathumpady Johny (Managing Director)- Spouse Mr Johny Madathumpady Lonappan (Executive Chairman)-Father-in -law
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III. Other Information:

1	Reasons of loss or inadequate profits	During the financial year ending March 31, 2026, the Company faced inadequate profits, primarily due to challenging national and global economic conditions, heightened competition, and the impact of emerging technologies. As a result, the proposed remuneration for the Director is expected to exceed prescribed limits, prompting this proposal under the applicable provisions of Schedule V.
2	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to overcome the negative market conditions and steps to improve its position by remaining competitive, effective and adaptive with strong fundamentals and focus on long-term value creation.
3	Expected increase in productivity and profits in measurable terms	During the financial year 2026-2027, Company expects more than 25%-50% increase in turnover and corresponding increase in profit also.

Save and except Mrs. Shiny Joju, Mr. Joju Madathumpady Johny (Managing Director - Spouse), and Mr. Johny Madathumpady Lonappan (Executive Chairman - Relative), none of the other Directors, Key Managerial Personnel (KMPs) of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the **Special Resolution** set out at Item No. 1 for approval by the Members of the Company.

ITEM NO. 2: RE-APPOINTMENT AND RE-DESIGNATION OF MR. JOHNY MADATHUMPADY LONAPPAN (DIN: 00017895) FROM EXECUTIVE CHAIRMAN TO EXECUTIVE DIRECTOR (WHOLE-TIME DIRECTOR) OF THE COMPANY

Mr. Johny Madathumpady Lonappan (DIN: 00017895) is holding office as the Executive Chairman of the Company. With a view to restructuring the leadership framework of the Board and streamlining administrative operations, the Nomination and Remuneration Committee (NRC) at its meeting held on October 22, 2026 recommended and the Board of Directors at its meeting held on October 22, 2026 approved, the re-appointment and re-designation of Mr. Johny Madathumpady Lonappan from **Executive Chairman to Executive Director** (Whole-time Director) of the Company with effect from **December 01, 2026**, subject to the approval of the Members through Postal Ballot by way of a Special Resolution.

Compliance with Section 196(3)(a) of the Act and SEBI Listing Regulations:

Pursuant to Section 196(3)(a) read with Schedule V to the Act and SEBI Listing Regulations, no listed entity shall appoint or continue the employment of any person as an Executive Director who has attained the age of 70 (Seventy) years, unless a **Special Resolution** is passed to that effect.

Mr. Johny Madathumpady Lonappan has crossed the age of 74 years. Accordingly, the continuation of his executive role and re-designation as Executive Director (Whole-Time Director) is submitted for the approval of the Members by way of a Special Resolution.

Mr. Johny Madathumpady Lonappan possesses over 50 years of extensive executive experience in corporate leadership, financial management, governance and business administration. During his tenure as Executive Chairman, he played a pivotal role in strengthening the business operations, credit evaluation and regulatory compliance of the Company. Considering his deep domain expertise, sharp business insight and invaluable strategic guidance, the Board of Directors is of the firm view that his continued association as an Executive Director, notwithstanding that he has crossed 70 years of age, will be of immense benefit to the operational growth and long-term interest of the Company.

Statutory & Compliance Affirmations:

1. **Qualifications and Conditions:** In the opinion of the Board, Mr. Johny Madathumpady Lonappan fulfils all conditions specified under the Act, the rules made thereunder and the SEBI Listing Regulations.
2. **Disqualification and Debarment:** He is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has provided his consent to act as Director. Further, pursuant to BSE Circular LIST/COMP/14/2018-19, he has affirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or statutory authority.
3. **RBI Fit and Proper Criteria:** The NRC and the Board have evaluated and confirmed that Mr. Johny Madathumpady Lonappan satisfies the "Fit and Proper" criteria prescribed under the RBI Scale Based Regulation Directions, 2023.

Terms of Re-appointment and Remuneration:

- **Effective Date:** December 01, 2026.
- **Rotational Status:** Liable to retire by rotation pursuant to Section 152 of the Act.
- **Remuneration Terms:** He shall continue on his existing approved remuneration terms. In the event of loss or inadequacy of profits in any financial year, remuneration shall be paid in accordance with Schedule V to the Act.

Particulars Remuneration

Basic Salary	Rs. 2,50,000 /- per month
Other Allowance - Medical & other	Rs. 2,50,000 /- per Month
Reimbursements	Nil
Annual Increment	10%
Other Perquisites In addition to the above salary	Nil
Retirement Benefit	Nil
Leave Entitlement	Nil
Remuneration in excess of limits	Nil
Total	Rs. 5,00,000/- per month

Statement containing additional information as required in Schedule V of the Companies Act, 2013 – Mr. Johny Madathumpady Lonappan (Item No.2 of Notice)

I. General Information

1	Nature of Industry	Non-Banking Financial Company (NBFC)
2	Date or expected date of commencement of commercial production	Existing Company in operation since 1982
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	In the financial year 2025-2026, the Company made a turnover of Rs. 2159.61 Lakhs and Profit of Rs. 759.82 Lakhs after tax.
5	Foreign Investments or collaborations, if any	Nil

II. Information about the appointee:

1	Background details	More than 50 Years of experience in in Administration and Banking field.
2	Past remuneration	Rs. 5,00,000/- per month
3	Recognition or awards	Nil
4	Job profile and his suitability	He is presently holding the position of Chairman & Whole-time Director of the Company. The Company is utilizing his knowledge and experience which he acquired from more than 50 Years of his experience including NBFC activities and other related matters.
5	Remuneration proposed	Existing approved remuneration (Rs. 5,00,000/- per month)
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Johny Madathumpady Lonappan is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its activities.
7	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	As on 22.10.2026, Mr. Johny Madathumpady Lonappan is the Promoter of the Company & holding 88,57,280 Equity shares in the company. Mr. Joju Madathumpady Johny-Son Mrs. Shiny Joju- Daughter-in-Law

III. Other Information:

1	Reasons of loss or inadequate profits	During the financial year ending March 31, 2026, the Company faced inadequate profits, primarily due to challenging national and global economic conditions, heightened competition, and the impact of emerging technologies. As a result, the proposed remuneration for the Director is expected to exceed prescribed limits, prompting this proposal under the applicable provisions of Schedule V.
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2	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to overcome the negative market conditions and steps to improve its position by remaining competitive, effective and adaptive with strong fundamentals and focus on long-term value creation.
3	Expected increase in productivity and profits in measurable terms	During the financial year 2026-2027, Company expects more than 25%-50% increase in turnover and corresponding increase in profit also.

Save and except Mr. Johny Madathumpady Lonappan, Mr. Joju Madathumpady Johny (Managing Director - Relative) and Mrs. Shiny Joju (Whole-time Director-Relative), none of the other Directors, Key Managerial Personnel (KMPs) of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the **Special Resolution** set out at Item No. 2 of the Notice.

The Board recommends the **Special Resolution** set out at Item No. 2 for approval by the Members of the Company.

ITEM NO. 3: RE-APPOINTMENT AND RE-DESIGNATION OF MR. JOJU MADATHUMPADY JOHNY (DIN: 02712125) FROM MANAGING DIRECTOR TO CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY:

Mr. Joju Madathumpady Johny (DIN: 02712125) is holding office as the Managing Director of the Company. To integrate board management and executive leadership under a unified leadership structure, the Nomination and Remuneration Committee (NRC) at its meeting held on October 22, 2026 recommended and the Board of Directors at its meeting held on October 22, 2026 approved, the re-appointment and re-designation of Mr. Joju Madathumpady Johny from **Managing Director to Chairman and Managing Director** of the Company for a term of 5 (five) consecutive years with effect from **December 9, 2026**, subject to the approval of the Members through Postal Ballot.

Mr. Joju Madathumpady Johny holds over 30 years of rich experience in business administration, NBFC operations, risk management, credit assessment and corporate strategy. He has been instrumental in driving the financial growth, technological transformation and operational expansion of the Company.

The Board is of the firm view that vesting him with the dual responsibility of Chairman and Managing Director will foster operational agility, provide strong strategic direction, and serve the long-term strategic interests of the Company and its shareholders.

Statutory and Compliance Affirmations:

1. **Qualifications and Conditions:** In the opinion of the Board, Mr. Joju M. J. fulfils all conditions specified under Sections 196, 197, 203, Schedule V and other applicable provisions of the Act read with the rules made thereunder and Regulation 17 of the SEBI Listing Regulations and pursuant to Article 134(c) of the Articles of Association of the Company.
2. **Disqualification and Debarment:** He is not disqualified from holding office under Section 164 of the Act and has given his consent to act as Chairman & Managing Director. Pursuant to BSE Circular LIST/COMP/14/2018-19, he has affirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any other statutory authority.

3. **RBI Fit and Proper Criteria:** The NRC and the Board have evaluated and confirmed that Mr. Joju Madathumpady Johny satisfies the "Fit and Proper" criteria prescribed under the RBI Scale Based Regulation Directions, 2023.

Key Terms of Appointment and Remuneration:

- **Tenure:** 5 (five) consecutive years with effect from December 09, 2026.
- **Powers of Management:** Mr. Joju Madathumpady Johny, as Chairman and Managing Director, shall exercise substantial powers of management of the business affairs of the Company under the overall superintendence, guidance and control of the Board of Directors.
- In the event of loss or inadequacy of profits in any financial year, remuneration shall be paid in accordance with Section 197 read with Schedule V to the Act.

Particulars Remuneration

Basic Salary	Rs. 5,00,000 /- per month
Other Allowance - Medical & other	Rs. 5,00,000 /- per Month
Reimbursements	Nil
Annual Increment	10%
Other Perquisites In addition to the above salary	Nil
Retirement Benefit	Nil
Leave Entitlement	Nil
Remuneration in excess of limits	Nil
Total	Rs. 10,00,000/- per month

Statement containing additional information as required in Schedule V of the Companies Act, 2013 – Mr. Joju Madathumpady Johny (Item No.3 of Notice)

I. General Information

1	Nature of Industry	Non-Banking Financial Company (NBFC)
2	Date or expected date of commencement of commercial production	Existing Company in operation since 1982
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	In the financial year 2025-2026, the Company made a turnover of Rs. 2159.61 Lakhs and Profit of Rs. 759.82 Lakhs after tax.
5	Foreign Investments or collaborations, if any	Nil

II. Information about the appointee:

1	Background details	More than 30 Years of experience in NBFC activities and other related matters.
2	Past remuneration	Rs. 10,00,000/- per month
3	Recognition or awards	Nil

4	Job profile and his suitability	Mr. Joju Madathumpady Johny is presently holding the position of Managing Director of the Company. The Company is utilizing his knowledge and experience which he acquired from more than 30 Years of his experience in NBFC activities and other related matters.
5	Remuneration proposed	Existing approved remuneration (Rs. 10,00,000/- per month)
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Joju Madathumpady Johny is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its activities.
7	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	As on 22.10.2026, Mr. Joju Madathumpady Johny is a member of Promoter group of the Company & holding 3,89,934 Equity shares in the company. Mrs Shiny Joju- Spouse Mr Johny Madathumpady Lonappan-Father

III. Other Information:

1	Reasons of loss or inadequate profits	During the financial year ending March 31, 2026, the Company faced inadequate profits, primarily due to challenging national and global economic conditions, heightened competition, and the impact of emerging technologies. As a result, the proposed remuneration for the Director is expected to exceed prescribed limits, prompting this proposal under the applicable provisions of Schedule V.
2	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to overcome the negative market conditions and steps to improve its position by remaining competitive, effective and adaptive with strong fundamentals and focus on long-term value creation.
3	Expected increase in productivity and profits in measurable terms	During the financial year 2026-2027, Company expects more than 25%-50% increase in turnover and corresponding increase in profit also.

Save and except Mr. Joju Madathumpady Johny, and Mr. Johny Madathumpady Lonappan (Executive Chairman - Relative) and Mrs. Shiny Joju (Whole-time Director-Relative), none of the other Directors, Key Managerial Personnel (KMPs) of the Company, or their respective relatives are in any way concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the Notice.

The Board recommends the **Special Resolution** set out at Item No. 3 for approval by the Members of the Company.

ITEM NO. 4: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH JMJ FINANCE LIMITED:

In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), all Material Related Party Transactions ("RPTs") require prior approval of the Members of the Company by way of an Ordinary Resolution. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds the scale-based materiality thresholds prescribed under Schedule XII of the SEBI Listing Regulations. For listed entities with an annual consolidated turnover of up to ₹20,000 crore, a transaction is material if it exceeds 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements.

The standalone turnover of the Company for the financial year ended March 31, 2026 was ₹21,81,98,200/- (Rupees Twenty-One Crore Eighty-One Lakh Ninety-Eight Thousand Two Hundred Only / approx. ₹21.82 Crores). Since the proposed enhancement of the corporate loan/financial assistance limit to Rs.15,00,00,000/- (Rupees Fifteen Crores Only) with JMJ Finance Limited represents 68.74% of the annual turnover of the Company for FY 2025-26, it constitutes a Material Related Party Transaction under Regulation 23 of the SEBI Listing Regulations.

The Audit Committee at its meeting held on October 22, 2026 reviewed and approved the proposal, confirming that the transaction is in the ordinary course of the Company's lending business and on an arm's length basis. The Board of Directors at its meeting held on October 22, 2026 subsequently approved the proposal to enhance the financial assistance limit from Rs.10 Crores to Rs.15 Crores, subject to the approval of the Members through Postal Ballot.

Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of the SEBI Circular dated October 13, 2025 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the explanatory statement contained in this Notice provides the required information along with the details required under section 188 of the Act and the relevant rules made thereunder:

A (1) Basic details of the related party:

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	JMJ Finance Limited
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Non-Banking Financial Company

A (2) Relationship and ownership of the related party:

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party including nature of its concern (financial or otherwise) and the following:	Board of Directors and shareholders of both the entities comprise certain common/related individuals.
	Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil
	- Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). - Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ Subsidiary/related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	NA

A (3) Details of previous transactions with the related Party

SI. No	Particulars of the information	Information Provided by the management	
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year	Nature of transaction The Company has given loan for an amount of Rs. 10,00,00,000/- (Rupees ten crores only) to the related party during the financial year 2025-26.	FY 2025-26 (in Lakhs) Rs. 1000 /-
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Repayment by JMJ Finance Limited in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought –Rs.1,85,69,356	

SI. No	Particulars of the information	Information Provided by the management
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil

A (4) Amount of the proposed transaction(s)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	₹15,00,00,000/- (Rupees Fifteen Crores Only)
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes (Exceeds 10% of annual turnover)
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	68.74% of annual turnover (₹21,81,98,200/-)
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	38.46%
6.	Financial performance of the related party (standalone) for the preceding financial year.	Details of JMJ Finance Limited on standalone basis: Net Profit: Rs.2.43 Crore Net Worth: Rs.34.68Crore Turnover: Rs 39.05 Crore

A (5) Basic details of the proposed transaction

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Loan to related party
2.	Details of each type of the proposed transaction	At arms' length
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	3 years
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Total Aggregate Value: Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) Financial Year-wise Break-up: • F.Y. 2025–26: Up to Rs. 10,00,00,000/- (Rupees Ten Crores Only) • F.Y. 2026–27: Up to Rs. 5,00,00,000/- (Rupees Five Crores Only)
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Funds deployment in regular lending operations generating stable interest income in commercial interests of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control. a. Name of the director /KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Johny Madathumpady Lonappan (Executive Chairman) Joju Madathumpady Johny (Managing Director) Shiny Joju (Wife of Managing Director)
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	None

B (1). Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	NA
2.	Basis of determination of price.	NA
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	NA

Pursuant to Regulation 23(4) of the SEBI Listing Regulations, no related party shall vote to approve this resolution, whether the entity is a party to the particular transaction or not.

Save and except Mr. Johny Madathumpady Lonappan, Mr. Joju Madathumpady Johny and Mrs Shiny Joju, none of the other Directors, Key Managerial Personnel (KMPs) of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the **Ordinary Resolution** set out at Item No. 4 of the Notice.

The Board recommends the **Ordinary Resolution** set out at Item No. 4 for approval by the Members of the Company.

Date: 22.10.2026
Place: Coimbatore

By order of the Board of Directors
For JMJ Fintech Limited

Sd/-
Johny Madathumpady Lonappan
(DIN: 00017895)
Chairman

ANNEXURE TO THE NOTICE OF POSTAL BALLOT

AS PER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ADDITIONAL INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED

Particulars	Item No. 1:	Item No. 2:	Item No. 3:
Name of the Proposed Director/Director	Mrs. Shiny Joju	Mr. Johny Madathumpady Lonappan (Mr. Johny M. L.)	Mr. Joju Madathumpady Johny (Mr. Joju M. J.)
Director Identification Number (DIN)	08205263	00017895	02712125
Date of Birth	August 31, 1979	September 25, 1952	February 2, 1976
Date of Original Appointment on Board	Subject to prior approval of RBI	December 01, 2021	December 09, 2021
Educational Qualifications	Pre-Degree	SSLC	B.Com
Experience and Nature of Expertise	Rich experience in administrative, operational management, corporate governance, and organizational oversight.	Over 50 years of corporate leadership experience in finance, lending operations, risk evaluation, and corporate planning.	Over 30 years of experience in business administration, NBFC lending operations, credit evaluation, and corporate strategy.
Terms and Conditions of Appointment / Re-appointment	Appointed as Executive Director (Whole-time Director) for 5 years, subject to prior RBI approval. Liable to retire by rotation.	Re-appointed and re-designated as Executive Director (Whole-time Director) for 5 years with effect from 01.12.2026 Liable to retire by rotation.	Re-appointed and re-designated as Chairman and Managing Director for 5 years with effect from 09.12.2026 Liable to retire by rotation.
Remuneration Last Drawn (FY 2025-26)	Nil (Appointed during current year)	5,00,000 per month	10,00,000 per month
Proposed Remuneration	As detailed in Item No. 1 Explanatory Statement	Existing approved remuneration terms	Existing approved remuneration terms
No. of Equity Shares held in the Company (as on Cut-Off Date)	39,434 Equity Shares	88,57,280 Equity Shares	3,89,934 Equity Shares

No. of Board Meetings attended during FY 2025-26	N.A.	6 of 6 Meetings	6 of 6 Meetings
Directorships held in other Public Companies (excluding Foreign & Section 8 Companies)	Nil	Nil	Nil
Listed entities from which the person has resigned in the past three years; and	NA	NA	NA
Chairman / Member of Committees in other Public Companies	NA	NA	NA
Relationship with other Directors / Key Managerial Personnel (KMP)	Spouse of Mr. Joju M. J. (Managing Director) and Daughter-in-law of Mr. Johny M. L.	Father of Mr. Joju M. J. (Managing Director) and Father-in-law of Mrs. Shiny Joju	Spouse of Mrs. Shiny Joju and Son of Mr. Johny M. L.
Promoter Group Category	Yes (Promoter / Promoter Group)	Yes (Promoter / Promoter Group)	Yes (Promoter / Promoter Group)
Whether Independent Director	No	No	No
Affirmation regarding SEBI Order / Statutory Authority (BSE Circular LIST/COMP/14/2018-19)	Affirmed that she is not debarred from holding the office of Director by virtue of any SEBI order or statutory authority.	Affirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or statutory authority.	Affirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or statutory authority.
Brief Profile and Reasons for Appointment/Re-appointment	Mrs. Shiny Joju brings valuable experience in corporate governance, board management, and administrative oversight within the financial services sector. She has previously served as a Director / Additional Director on the boards of multiple corporate entities, including JMJ Finance Limited, JMJ Nidhi Limited, and JMJ Plus Kuries Limited. Her practical exposure to board	Mr. Johny Madathumpady Lonappan possesses nearly five decades of extensive experience in the chit fund and finance industries. Throughout his long-standing career, he has acquired deep operational knowledge of traditional and modern financial services, customer dynamics, and regulatory evolutions. He currently serves as the Executive Chairman of JMJ	Mr. Joju Madathumpady Johny is a financial sector professional with over three decades of experience across Non-Banking Financial Companies (NBFCs) and financial institutions. He holds a Bachelor's degree in Commerce from the University of Calicut, Kerala. His background encompasses comprehensive expertise in secured and unsecured lending, microfinance,

	deliberations, corporate decision-making, internal controls, and statutory compliance strengthens the Company's board governance and oversight capabilities. Core Areas of Expertise: Corporate governance & board functioning, management oversight, corporate administration, compliance management, and internal control frameworks.	Fintech Limited, driving the Company's strategic growth, business expansion, and corporate governance frameworks. Core Areas of Expertise: Chit fund and financial services management, operational processes & efficiency, corporate governance, team leadership, and strategic business direction.	credit assessment, portfolio management, financial risk mitigation, and RBI compliance frameworks. Core Areas of Expertise: Secured & unsecured lending, credit assessment & loan structuring, financial risk management, regulatory compliance & RBI guidelines, internal controls, and operational leadership.
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