KJMC FINANCIAL SERVICES LIMITED

NBFC : No. B-13.01633

KJMC FINSERV
MONEY MATTERS

Date: - September 05, 2026

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

BSE Scrip Code: 530235

Sub: Submission of Notice convening the 38th Annual General Meeting of the Company to be held on Monday, September 28, 2026 at 4:00 P.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") facility

Dear Sir/Madam,

With reference to the above captioned subject, we wish to inform you that the 38th Annual General Meeting ("AGM") of the Members of the Company will be held on Monday, September 28, 2026 at 4:00 P.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") facility to transact the Businesses as set out in the Notice convening the 38th AGM for which purposes the Corporate Office of the Company situated at **162, Atlanta, 16th Floor, 209, Nariman Point, Mumbai, Maharashtra, 400021** shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat.

The Notice of 38th Annual General Meeting is attached with this letter.

This aforesaid intimation is also being uploaded on the Company's website at https://www.kjmcfinserv.com/investor-relations/all

You are requested to kindly take same on record.

Thanking you,

Yours faithfully,
For **KJMC Financial Services Limited**

OMKAR RAGHUNATH BAMNE
Digitally signed by OMKAR RAGHUNATH BAMNE
Date: 2026.09.05 12:59:10 +05'30'

Omkar Bamne
Company Secretary & Compliance Officer
ACS: A77772
Encl: A/a

NOTICE OF 38TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 38TH ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF **KJMC FINANCIAL SERVICES LIMITED** (CIN: L65100MH1988PLC047873) ('THE COMPANY') WILL BE HELD ON MONDAY, SEPTEMBER 28, 2026 AT 4:00 P.M. (IST) THROUGH VIDEO CONFERENCE ('VC')/ OTHER AUDIO VISUAL MEANS ('OAVM') FOR WHICH PURPOSE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 162, ATLANTA, 16TH FLOOR, NARIMAN POINT, MUMBAI-400021, SHALL BE DEEMED AS THE VENUE FOR THE MEETING AND THE PROCEEDINGS OF THE AGM SHALL BE DEEMED TO BE MADE THERE AT, TO TRANSACT THE FOLLOWING BUSINESS(ES):

ORDINARY BUSINESSES:

1. **To receive, consider and adopt:**

   a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2026, including Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement together with the Reports of the Board of Directors and Auditors thereon; and

   b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2026, including Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement together with the Reports of the Auditors thereon.

2. **To declare dividend of ₹ 1.00/- per Equity Share of the face value of ₹ 10 /- each for the financial year ended March 31, 2026.**

3. **To appoint a Director in place of Mrs. Shraddha Rajnesh Jain (DIN: 00156306), Non-Executive Director who retires by rotation and being eligible, offers herself for re-appointment.**

4. **Appointment of Statutory Auditor**

   To appoint M/s TLB & Co. Chartered Accountants, as Statutory Auditor of the Company to hold office for a period of 4 (Four) years, commencing from the conclusion of the 38th Annual General Meeting until the conclusion of the 42nd Annual General Meeting of the Company to be held in the year 2030 on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditor and, in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to the provisions of Section 139, Section 141, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and approval by the Board of Directors, M/s TLB & Co. Chartered Accountants (Firm Registration No. 016505S), be and are hereby appointed as Statutory Auditors of the Company for a first term of four years to hold office from the conclusion of 38th Annual General Meeting till the conclusion of 42nd Annual General Meeting at such remuneration as may be mutually agreed between the Board of Director of the Company and the Auditors.

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

SPECIAL BUSINESS

5. **TO APPOINT MR. RAMESH CHANDRA JAIN (DIN: 00960613) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ramesh chandra Jain (DIN: 00960613), who was appointed as an Additional Director of the Company in the category of Independent Director w.e.f. August 10, 2026 and who in terms of Section 161(1) of the Act, shall hold office up to the date of this Annual General Meeting, qualifies for being appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a first term of 5 (five) consecutive years commencing from August 10,2026 up to August 09, 2031".

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

6. **RE-APPOINTMENT OF MR. SHYAM RAMSHARAN KHANDELWAL (DIN: 05147157) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR FOR A SECOND TERM OF 5(FIVE) CONSECUTIVE YEARS:**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulations 16(1)(b) and 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company ("the Board"), the consent of the members be and is hereby accorded to approve re-appointment of Mr. Shyam Ramsharan Khandelwal (DIN: 05147157), who was appointed as an Independent Director of the Company at the 36th Annual General Meeting of the Company for a term of Two (2) consecutive years with effect from August 10, 2024, and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI

Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a second term of 5(Five) consecutive years with effect from August 10, 2026, up to August 09, 2031.

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

7. TO RE-APPOINT MR. RAJNESH JAIN (DIN: 00151988) AS A WHOLE-TIME DIRECTOR OF THE COMPANY:

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

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for the reappointment of Mr. Rajnesh Jain (DIN: 00151988) as Whole-Time Director of the Company, for a further period of 3 (three) years with effect from August 11, 2026 to August 10, 2029, on the following terms and conditions:.

1. **Basic Salary:**

   Rs. 2, 50,000/- (Rupees Two Lakh Fifty Thousand Only w.e.f. April 01, 2026) per month with power to the Board of Directors (which includes any Committee thereof) to revise from time to time.

2. **Perquisites and allowances:**

   In addition to the Salary, the following perquisites & Allowances shall also be payable viz.:

   (i) Payment/ Reimbursement of medical expenses incurred for self and family in India or abroad, including hospitalization, nursing home and surgical charges and in case of medical treatment abroad, the air-fare, boarding/lodging for patient and attendant.

   (ii) Payment/Reimbursement of actual traveling expenses in India or Abroad for proceeding on leave twice in a block of four years in respect of himself and family.

   (iii) Payment/Reimbursement of membership fees for clubs in India or abroad, including any admission / life membership fees.

   (iv) Medi claim and Life insurance policy for himself and family.

   (v) Keyman insurance policy.

   (vi) Cost of insurance cover against the risk of any financial liability or loss because of any error of judgment, as may be approved by the Board of Directors from time to time.

   (vii) Payment/Reimbursement of entertainment expenses incurred in the course of business of the company.

   (viii) Company's contribution to provident fund and superannuation fund to the extent these either singly or put together are not taxable under the Income-tax Act.

   (ix) Gratuity at the rate of half month's salary for each year of service.

   (x) Leave with full pay as per the rules of the company, with encashment of unavailed leave being allowed.

   (xi) Free use of Company's car along with the driver for Company's works.

   (xii) Telephone, Mobile, Tele-fax and other communication facilities at company's cost for official purpose.

   (xiii) Payment/Reimbursement of expenditure incurred towards membership fees for gym, etc.

   (xiv) Payment of tax on perquisites, in addition to the salary and other perquisites.

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

3. **Valuation of perquisites:**

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

4. **Other terms:**

   a) No sitting fees shall be paid to Mr. Rajnesh Jain for attending the meetings of the Board of Directors or any Committee thereof, during his tenure as 'Whole Time Director' of the Company.

   b) Compensation for loss of office before the expiry of the terms of office would be payable to him as per the provisions of the Companies Act, 2013.

5. **Minimum Remuneration:**

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

   RESOLVED FURTHER THAT Mr. Girish Jain, Mrs. Shraddha Jain, Non-Executive Directors and/or Mr. Omkar Bamne, Company Secretary of the Company for the time being in office, be and are hereby severally authorized to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution."

8. **APPROVAL OF MATERIAL RELATED PARTY TRANSACTION BETWEEN KJMC CAPITAL MARKET SERVICES LIMITED AND THE COMPANY:**

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

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], other applicable laws/statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, the consent of Members of the Company be and is hereby accorded to the Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as per the details furnished in the Explanatory Statement annexed herewith, with KJMC Capital Market Services Limited on such terms and conditions as may be mutually agreed between the said parties for an aggregate value up to INR. 100,00,00,000/- (Rupees One Hundred Crores only) in any financial year provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is/are carried out at an arm's length pricing basis and in the ordinary course of business."

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

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

9. **PAYMENT OF COMMISSION UPTO 10% OF NET PROFIT BEFORE TAX COMPUTED IN ACCORDANCE WITH SECTION 198 OF THE COMPANIES ACT 2013 OF THE IMMEDIATELY PRECEDING FINANCIAL YEAR TO THE DIRECTORS FORMING PART OF PROMOTER GROUP OF THE COMPANY:**

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including Regulation 17(6)(e), the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary, the Consent of Members of the Company be and is hereby accorded for payment of commission to the Directors of the Company forming part of the Promoter Group, in aggregate, up to 10% (Ten Percent) of the Net Profit before tax of the Company computed in accordance with Section 198 of the Companies Act, 2013 for the immediately preceding financial year, in such proportion and manner as may be determined by the Board of Directors of the Company or the Nomination and Remuneration Committee, from time to time, within the overall limits prescribed under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the above commission shall be in addition to the salary, perquisites, allowances and other benefits, if any, payable to Directors forming part of promoter group under the terms of their appointment, and shall be subject to the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT Mr. Rajnesh Jain, Whole-Time Director and/ or Mr. Girish Jain, Director and/ or Mr. Kartik Konar, Chief Financial Officer and/or Mr. Omkar Bamne, Company Secretary of the Company be and are hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto."

10. **ISSUE OF NON-CONVERTIBLE DEBENTURES (NCD'S) AND/ OR SUCH OTHER MARKET LINKED DEBENTURES AND/OR DEBT SECURITIES ON PRIVATE PLACEMENT BASIS:**

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

"RESOLVED THAT pursuant to the provisions of Section(s) 42, and 71 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force), and in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable SEBI Regulations and Guidelines, if any, the Foreign Exchange Management Act, as amended, applicable Master Directions, relevant guidelines, circulars and clarifications issued by the Reserve Bank of India as applicable to Non-Banking Financial Companies ("NBFC") from time to time, the provisions of Memorandum and Articles of Association of the Company, and any such other laws, acts, rules, guidelines, regulations for the time being in force and any other circulars, notifications and/ or clarifications issued by any relevant authority (including any statutory modifications or re-enactments thereof for the time being in force), and subject to such other consent(s)/ permission(s)/ sanction(s), as may be required, consent of the Members of the Company be and are hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee constituted / may be constituted of the Board of Directors of the Company) to raise funds from time to time by way of issue, offer, invite for subscription and to allot rated/unrated, Secured/unsecured, listed/ unlisted, Redeemable Non-Convertible Debentures (‘NCDs’) and/or such other market linked debentures and/or debt securities, on a private placement basis, in one or more series / tranches, aggregating up to Rs. 50,00,00,000/- (Rupees Fifty Crores only), during the period of 1 (One) year from the date of passing of this Special Resolution, to Bank(s), Financial Institution(s), International Lenders, Multilateral Financial Institutions, Agencies, Qualified Institutional Buyers, Mutual Funds, Pension Fund, Provident Fund and Gratuity Funds, Corporate, Insurance Companies, Investors and such other entities/ eligible persons as the Board may in absolute discretion decide, within the overall borrowing limits of the Company as approved by the Members of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to above Resolution, Mr. Rajnesh Jain, Whole-Time Director and/ or Mr. Girish Jain, Director be and are hereby severally authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary pre and the post issue, in respect of issue of Non- Convertible Debentures including but not limited to number of issue/tranches, face value, issue price, issue size, timing, amount, tenor, method of issuance, security/charge creation, coupon/ interest rate(s), yield, listing, allotment and other terms and conditions of issue of Non-Convertible Debentures and/or such other market linked debentures and/or debt securities as proper and most beneficial to the Company, including as to when the said Non-Convertible Debentures and/or such other market linked debentures and/or debt securities be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto and to select, appoint and finalize the appointment and terms and conditions of appointment of various agencies, including but not limited to Credit Rating Agencies, Trustee, Legal Counsels, Arrangers, Joint Lead Managers, Process Agents and any other agency associated with the issue of secured/unsecured Redeemable Non-Convertible Debentures and/or such other market linked debentures and/or debt securities as they may be, in their absolute discretion, deemed necessary for this purpose, as the case may be.”

By Order of the Board of Directors
For KJMC Financial Services Limited

Omkar Bamne
Company Secretary & Compliance Officer
ACS-77772

Place: Mumbai
Date: 05/08/2026
Registered Office: 162, Atlanta, 16th Floor, Nariman Point, Mumbai-400021.
Email: investor.finance@kjmc.com
Website: www.kjmcfinserv.com
CIN: L65100MH1988PLC047873

Notes:

1. The Ministry of Corporate Affairs (MCA), Government of India vide its various circulars including the **latest General Circular No. 03/2025 dated September 22, 2025**, and other circulars issued in this respect ("MCA Circulars") has permitted, inter alia, holding of the AGM through Video Conferencing/ Other Audio Visual Means ("VC/ OAVM") facility on or before September 30, 2025, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its various circulars including the latest Circular No SEBI/HO/CFD/CFDPoD2/P/CIR/2024/133 dated October 3, 2024 any applicable circulars issued by SEBI (collectively referred as 'SEBI Circulars') has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations"). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 38th AGM of the Company shall be conducted through VC/ OAVM facility, which does not require the physical presence of members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 (the Act), the Listing Regulations and MCA Circulars, the 38th AGM of the Company is being held through VC/OAVM on Monday, September 28, 2026 at 4:00 p.m. (IST).

2. The deemed venue for the AGM will be the Registered Office of the Company i.e. 162, Atlanta, 16th Floor, Nariman Point, Mumbai-400021.

3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars as mentioned above, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 38th AGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited ("Bigshare") for facilitating voting through electronic means, as the authorized e-voting's agency.

4. In accordance with the aforesaid MCA Circulars and the applicable SEBI Circulars, the Notice of the AGM along with the Integrated Report & Annual Accounts for FY 2025-26 are being sent ONLY through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent/ Depositories/Depository Participants. The Company shall send physical copy of the Integrated Report & Annual Accounts for FY 2025-26 to those Members who request for the same at cskjmcfinserv@kjmc.com. The Notice convening the 38th AGM along with the Integrated Report & Annual Accounts for FY 2025-26 will also be available on the website of the Company at www.kjmcfinserv.com and website of the Stock Exchanges where the securities of the Company are listed, i.e. BSE Limited at www.bseindia.com and the website of RTA at https://ivote.bigshareonline.com.

5. The Members can join the 38th AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the 38th AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the 38th AGM without restriction on account of first come first served basis.

6. The attendance of the Members attending the 38th AGM through VC/ OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

7. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA circulars and SEBI circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the proxy form, attendance slip and route map of AGM are not annexed to this Notice.

8. The Notice convening the 38th AGM has been uploaded on the website of the Company at https://www.kjmcfinserv.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The 38th AGM Notice is also disseminated on the website of Bigshare (agency for providing the Remote e-voting facility and e-voting system during the AGM) i.e. https://ivote.bigshareonline.com.

9. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') setting out material facts concerning the business under Item Nos. 4 to 10 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors retiring by rotation and seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.

10. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC / OAVM. Institutional Investors, who are Members of the Company and Corporate Members intending to appoint an authorized representative to attend the AGM through VC and to vote thereat through remote e-voting are requested to send a certified copy of the Board Resolution/ Letter of Authorization/Power of Attorney to the Scrutinizer by e-mail at compliance@aacs.in with a copy marked to cskjmcfinserv@kjmc.com.

11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available electronically for inspection by the members at the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of 38th AGM. Members seeking to inspect such documents can send an email to cskjmcfinserv@kjmc.com.

12. In case of joint holders, the Member whose name appears as the first holders in the order of Names as per the Register of Members of the Company will be entitled to vote electronically at the AGM.

13. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in dematerialized form if any, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective Depository Participants and with Bigshare in case the shares are held by them in physical form. Pursuant to the provisions of Regulation 36 of SEBI Listing Regulations, a letter providing the web-link including the exact path, where complete details of the Annual Report are available have been sent to those shareholders who have not registered their email addresses.

14. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 and as per applicable MCA circulars.

15. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to Bigshare if the shares are held by them in physical form.

16. Members are requested to address all correspondence to the Registrar and Share Transfer Agents (RTA), Bigshare Services Private Limited at Office No S6-2, 6th Floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India, Tel. No.022- 62638200, Fax No. 022- 62638299, mail id: investor@bigshareonline.com.

17. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agent.

18. As per the provisions of Section 72 of the Companies Act 2013 and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website https:// www.kjmcfinserv.com/investor-relations/investor-information. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to Bigshare in case the shares are held by them in physical form, quoting their folio number.

19. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/ HO/MIRSD/MIRSD_ RTAMB/P/CIR/2021/655 dated November 3, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the Company at https://www.kjmcfinserv.com/ investor relations/ investor-information. Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR–1.

20. The Members may kindly note that as per the amended Regulation 40 of the Listing Regulations w.e.f. April 01, 2019, transfer of the securities would be carried out in dematerialized form only. Members may also note that SEBI vide its Circular No. SEBI/ HO/MIRSD/ MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 read with SEBI Master Circular No. SEBI/ HO/MIRSD/POD1/P/CIR/2024/37 dated May 7, 2024, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website i.e. https:// www.kjmcfinserv.com/investor-relations/investor-information. It may be noted that any service request can be processed only after the folio is KYC Compliant. Accordingly, members holding shares in physical mode are advised to demat their physical share holdings at the earliest.

21. SEBI vide Circular no. SEBI/HO/OIAE/ OIAE_IAD-1/P/ CIR/2023/131 dated 31 July 2023 (updated as on August 04, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/ she/ they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal. Shareholders are requested to take note of the same. The aforesaid SEBI Circular can be viewed on the following link https://www.sebi.gov.in/web/?file=https:// www.sebi.gov.in/sebi_data/attachdocs/aug-2023/1691151351805.pdf#page=1&zoom=page-width,-16,792

22. SEBI, vide its circular dated November 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023, November 17 , 2023, May 07, 2024 and June 10, 2024) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any dividend payment in respect of such folios, only through electronic mode with effect from April 01, 2024, only upon furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. Further, relevant FAQs published by SEBI on its website can be viewed at the following link : https://www.sebi.gov.in/legal/circulars/nov-2023/simplified-norms-for-processing-investor-s-service-requests-by-rtas-and-norms-for-furnishing-pan-kyc-details-and-nomination_79167.html

23. Members desirous of seeking any information relating to the accounts and operations of the Company are requested to write to the Company at least 10 (Ten) days in advance of the Meeting through email on cskjmcfinserv@kjmc.com to enable the Company to provide the information required at the meeting. The same will be replied by the Company suitably.

24. Non-Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable if such details were not furnished earlier.

25. Communication on Tax Deduction at Source on Dividend Distribution

i) Pursuant to the provisions of the Income-tax Act, 2025, dividend income is taxable in the hands of shareholders and the Company is required to deduct tax at source ("TDS") at the time of making any distribution or payment of dividend to shareholders at the prescribed rates. In respect of dividend declared by a domestic company, TDS shall be deducted under **Section 393(1), Table Sl. No. 7 of the Income-tax Act, 2025**, at the rate of **10%** for resident shareholders having a valid Permanent Account Number ("PAN"). In case the shareholder does not furnish a valid PAN, or the PAN is invalid/inoperative or otherwise not available as required under the applicable provisions, TDS shall be deducted at the higher rate prescribed under **Section 397(2)** of the Income-tax Act, 2025, which in the case of dividend, would generally result in deduction at **20%**.

ii) Further, TDS shall be deducted at the rate specified in a valid **lower or nil deduction certificate issued under Section 395(1) of the Income-tax Act, 2025**, where such certificate is furnished by the shareholder and is valid for the relevant Tax Year, subject to the applicable provisions of the Act and the Income Tax Rules, 2026. The prescribed application for obtaining such certificate is **Form No. 128**.

iii) However, no TDS shall be deducted on dividend payable to a resident individual shareholder where the amount or aggregate amount of dividend distributed or paid, or likely to be distributed or paid by the Company during Tax Year 2026-27 does not exceed ₹10,000, provided the dividend is paid by a mode other than cash, in accordance with Section 393(4), of the Income-tax Act, 2025. Further, an eligible resident individual shareholder may furnish Form No. 121 under Section 393(6) of the Income-tax Act, 2025 read with Rule 211 of the Income-tax Rules, 2026, declaring that the tax on his/her estimated total income for the relevant Tax Year shall be nil, subject to fulfilment of the conditions prescribed under the Act and Rules. Such declaration should be furnished to the Company through email at investor.finance@kjmc.com.

iv) Non-resident shareholders may avail of the beneficial provisions of the applicable Double Taxation Avoidance Agreement ("DTAA") between India and their country of residence, wherever applicable, subject to fulfilment of the prescribed conditions and submission of the requisite documents. Such documents may include a valid **Tax Residency Certificate ("TRC"), Form No. 41**, declaration regarding **beneficial ownership**, declaration regarding **Permanent Establishment ("PE") in India**, wherever applicable, and such other documents as may be required to substantiate eligibility for treaty benefits. Form No. 41 is the prescribed form under the Income-tax Rules, 2026 for furnishing the information required under Section 159(8) of the Income-tax Act, 2025 in connection with claiming relief under an applicable DTAA.

The aforesaid documents and declarations needs to be submitted by the shareholders by **Monday, 21st September, 2026**, by sending the same to investor.finance@kjmc.com.

v) Note: For the purpose of determining the ₹10,000 threshold for non-deduction of TDS on dividend payable to a resident individual, the dividend amount/aggregate amount of dividend distributed or paid, or likely to be distributed or paid, by the Company during Financial Year 2026-27 shall be considered. Accordingly, where a shareholder holds shares through multiple demat accounts linked to the same PAN, the aggregate dividend payable across such demat accounts shall be considered for determining the threshold. If the aggregate dividend exceeds ₹10,000, the applicable TDS shall be deducted in accordance with the provisions of the Income-tax Act, 2025.

26. The remote e-voting period commences from **Thursday, September 24, 2026 at 9.00 a.m. and ends on Sunday, September 27, 2026 at 5.00 p.m.** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on **Monday, September 21, 2026** ("cut-off date") may cast their vote electronically.

27. The remote e-voting module shall be disabled by Bigshare for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast and shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to the number of shares held by the Members as on the **cut-off date, i.e. Monday, 21st September, 2026.**

28. The Members can opt for only one mode of remote e-voting i.e. either prior to the AGM or during the AGM. The Members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-voting during the Meeting. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.

29. The Company has appointed M/s. Aabid & Co., Company Secretaries as a scrutinizer for conducting the e-voting including remote e-voting at the Annual General Meeting in a fair and transparent manner.

30. Any person, who acquires shares of the Company and becomes a members of the Company after dispatch of the Notice and holding shares as on the **cut-off date, i.e. Monday, 21st September, 2026** may follow the same instructions for e-voting. A person who is not a member as on the Cut-off date should treat the Notice for information purpose only.

31. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holding should be verified from time to time.

32. The Scrutinizer shall after, the conclusion of e-voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company. The scrutinizer shall submit the consolidated scrutinizer's report, not later than two working days of conclusion of the Meeting, to the Chairman or any other person authorized by the Board. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company i.e. www.kjmcfinserv.com and on the website of Bigshare i.e. https:// ivote.bigshareonline.com and the same shall also be communicated to BSE Limited, where the shares of the Company are listed.

33. The recorded transcript of the proceedings of the AGM shall be available on the Company's website at www.kjmcfinserv.com.

34. Additional information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India in respect of the Directors seeking appointment / re-appointment at the AGM are furnished below:

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

I. Mrs. Shraddha Jain

Name & Designation	**Mrs. Shraddha Jain, Non-Executive Director**
Category	Non-Executive Non – Independent Director
Director Identification Number (DIN)	00156306
Date of Birth	May 23, 1973
Qualifications	Degree in Bachelor of Arts (B.A.)
Nationality	Indian
Age	53 years
Expertise in specific functional area	She is having experience in human resources and administration related functions.
Director of the Company since	March 30, 2015
Board Membership of other listed Companies	None
Terms and conditions of re-appointment	Mrs. Shraddha Jain, Non- Executive Director, liable to retire by rotation.
Number of Shares held in the Company as on March 31, 2026	NIL
Number of Meetings of the Board attended during the financial year 2025-26	Mrs. Shraddha Jain attended all the 4 (four) meetings held in the financial year 2025-26.
Listed entities from which the Director has resigned in the past three years	1. KJMC Corporate Advisors (India) Limited **(up to August 13, 2025)**
Last drawn remuneration from the Company (up to March 31, 2026)	Not Applicable
Disclosure of relationships between directors inter-se	

Sr. No	**Name & Designation of Director**	**Relationship**
1.	Mr. Rajnesh Jain, Whole-time Director	Husband
2.	Mr. Girish Jain, Non- Executive Director	Brother in Law

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

Name of the Company (Directorship)	**Committee Chairmanship/ Membership**
KJMC Capital Market Services Limited	Nil
Puja Trades & Investments Private Limited	Chairperson – Credit & Investment Committee.
KJMC Platinum Builders Private Limited	Not Applicable
AKIP Venture Private Limited	Not Applicable

II. Mr. Ramesh Chandra Jain

Name & Designation	**Mr. Ramesh chandra Jain, Independent Director**
Category	Non-Executive Independent Director
Director Identification Number (DIN)	00960613
Date of Birth	July 19, 1965
Qualifications	FCA, M.Com
Nationality	Indian
Age	61 years
Expertise in specific functional area	Mr. Ramesh Chandra Jain is a Member of the Institute of Chartered Accountants of India (ICAI) since 1989. He is having vast experience in almost every sphere of the accounting profession. Over the years, he has acquired proficiency in tax and corporate laws, along with vast exposure to the Indian and International Accounting Standards. He has also specialized in carrying out various banking assignments such as concurrent audits, statutory audits, revenue audits and stock audits. He is a member of several professional bodies and associations.
Director of the Company since	With effect from August 10, 2026 subject to the approval of members at the ensuing AGM.

Board Membership of other listed Companies	None
Terms and conditions of appointment	Appointed as an Independent Director for a first term of five consecutive years from August 10, 2026 up to August 9, 2031, not liable to retire by rotation.
Number of Shares held in the Company as on March 31, 2026	NIL
Number of Meetings of the Board attended during the Financial Year 2025-26	NA
Listed entities from which the Director has resigned in the past three years	None
Disclosure of relationships between directors inter-se	Not related to any Director / Key Managerial Personnel.

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

Name of the Company (Directorship)	Committee Chairmanship/ Membership
Arikta Properties Private Limited	Not Applicable
Jito Ghatkopar Chapter Foundation	Not Applicable

III. Mr. Shyam Ramsharan Khandelwal

Name & Designation	**Mr. Shyam Ramsharan Khandelwal, Independent Director**
Category	Non-Executive Independent Director
Director Identification Number (DIN)	05147157
Date of Birth	July 30, 1962
Qualifications	Commerce Graduate and Fellow Member of the Institute of Chartered Accountants of India
Nationality	Indian
Age	64 Years
Expertise in specific functional area	Mr. Shyam Ramsharan Khandelwal is Proprietor of M/s. S. R. Khandelwal & Co Chartered Accountants since 1988 having an experience of more than three decades in the fields of Finance and Accountancy.
Director of the Company since	August 10, 2024
Board Membership of other listed Companies	1. KJMC Corporate Advisors (India) Limited 2. Win more Leasing And Holdings Limited 3. West Leisure Resorts Limited
Terms and conditions of re-appointment	Mr. Shyam Ramsharan Khandelwal, Independent Director, re-appointed for the second term of 5(Five) consecutive years.
Number of Shares held in the Company as on March 31, 2026	NIL
Number of Meetings of the Board attended during the Financial Year 2025-26	Mr. Shyam Ramsharan Khandelwal attended all the 4 (four) meetings held in the financial year 2025-26.
Listed entities from which the Director has resigned in the past three years	None
Disclosure of relationships between directors inter-se	Not related to any Director / Key Managerial Personnel.

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

Name of the Company (Directorship)	Committee Chairmanship/ Membership
KJMC Corporate Advisors (India) Limited	1. Chairperson- Audit Committee. 2. Chairperson- Nomination and remuneration Committee
Win more Leasing And Holdings Limited	1. Chairperson- Audit Committee 2. Chairperson- Nomination and remuneration Committee
West Pioneer Properties (India) Private Limited	1. Chairperson- Audit Committee 2. Chairperson- Nomination and remuneration Committee
Nemesis Financial Services Private Limited	NIL
West Leisure Resorts Limited	1. Chairperson- Audit Committee 2. Chairperson- Nomination and remuneration Committee

IV. Mr. Rajnesh Jain

<table>
<tr><th>Name & Designation</th><th>Mr. Rajnesh Jain, Whole-Time Director</th></tr>
<tr><td>Director Identification Number (DIN)</td><td>00151988</td></tr>
<tr><td>Date of Birth</td><td>January 31, 1967</td></tr>
<tr><td>Qualifications</td><td>B.Com, Fellow Member of the Institute of Chartered Accountants of India</td></tr>
<tr><td>Nationality</td><td>Indian</td></tr>
<tr><td>Expertise in specific functional area</td><td>Mr. Rajnesh Jain by profession, is a Chartered Accountant, having vast experience in Corporate Finance, Financial Services, Merchant Banking, Capital Market and fund based activities including investments, fund based and non-fund based working capital facilities and trade finance.</td></tr>
<tr><td>Director of the Company since</td><td>June 30, 2001</td></tr>
<tr><td>Terms and conditions of re-appointment</td><td>Re-appointment as Whole-Time Director for a further period of 3 years</td></tr>
<tr><td>Details of last remuneration drawn in FY 26</td><td>Please refer Corporate Governance Report</td></tr>
<tr><td>Details of proposed remuneration</td><td>Not exceeding Rs. 1,20,00,000/- per annum</td></tr>
<tr><td>Number of Shares held in the Company as on March 31, 2026</td><td>6,05,168</td></tr>
<tr><td>Number of Meetings of the Board attended during the financial year 2025-26</td><td>Mr. Rajnesh Jain attended all the 4 (four) meetings held in the financial year 2025-26.</td></tr>
<tr><td>Listed entities from which the Director has resigned in the past three years</td><td>None</td></tr>
<tr><td>Disclosure of relationships between directors inter-se</td><td><table>
<tr><th>Sr. No.</th><th>Name & Designation of Director</th><th>Relationship with Director</th></tr>
<tr><td>1.</td><td>Mr. Girish Jain, Non-Executive Director</td><td>Brother</td></tr>
<tr><td>2.</td><td>Mrs. Shraddha Jain, Non-Executive Director</td><td>Wife</td></tr>
</table>
Apart from the above mentioned directors, Mr. Rajnesh Jain is not related to any other Directors.</td></tr>
<tr><td>Other Companies in which he is a Director excluding Directorship in Private and Section 8 Companies</td><td>1. KJMC Corporate Advisors (India) Limited
2. KJMC Trading & Agency Limited
3. KJMC Capital Market Services Limited
4. KJMC Credit Marketing Limited</td></tr>
</table>

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

Name of the Company (Directorship)	Committee Chairmanship/Membership
KJMC Capital Market Services Limited	1. Member – Audit Committee 2. Member – Nomination & Remuneration Committee
Prathamesh Enterprises Private Limited	Not Applicable
KJMC Credit Marketing Limited	Not Applicable
KJMC Corporate Advisors (India) Limited	1. Member – Nomination & Remuneration Committee 2. Chairperson – Stakeholders Relationship Committee 3. Member – Credit and Investment Committee
KJMC Trading & Agency Limited	Not Applicable
PUJA Trades & Investments Private Limited	1. Member- Credit & Investment Committee

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

The voting period begins on **Thursday, September 24, 2026 at 9.00 a.m. and ends on Sunday, September 27, 2026 at 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. **Monday, 21st September, 2026** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.

i.Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

ii.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.

iii.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.

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL**	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of **BIGSHARE** the e-Voting service provider and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. **BIGSHARE**, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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 e-voting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in Demat mode with **NSDL**	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be re-directed to **i-Vote website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to **i-vote (E-voting 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**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022- 48867000.

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

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

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

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

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

- If you have forgotten the password: Click on **'LOGIN'** under **'INVESTOR LOGIN'** tab and then Click on **'Forgot your password?**
- Enter **"User ID"** and **"Registered email ID"** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **'Reset'**.

  (In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

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

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

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

- You are requested to launch the URL on internet browser: https://ivote.bigshareonline.com
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.

- After Successful registration, message will be displayed with **"User id and password will be sent via email on your registered email id"**.

NOTE: If Custodian have registered on to e-Voting system of https://ivote.bigshareonline.com and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password**?
- Enter "**User ID"** and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

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

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

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
  - o Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).
  - o Click on upload document "**CHOOSE FILE**" and upload power of attorney (POA) or board resolution for respective investor and click on "**UPLOAD**".

Note: The power of attorney (POA) or board resolution has to be named as the "**InvestorID.pdf**" (Mention Demat account number as Investor ID.)

  - o Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

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

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com, under download section or you can email us to ivote@bigshareonline.com or call us at: 022-62638338

40. **Procedure for joining the AGM through VC/ OAVM:**

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

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

41. **The Instructions for Members for E-Voting on the Day of the AGM are as under:-**

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

42. **Helpdesk for queries regarding virtual meeting:**

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

By Order of the Board of Directors
For KJMC Financial Services Limited

Omkar Bamne
Company Secretary & Compliance Officer
ACS-77772

Place: Mumbai
Date: 05-08-2026
Registered Office: 162, Atlanta, 16th Floor, Nariman Point, Mumbai-400021.
Email: investor.finance@kjmc.com
Website: www.kjmcfinserv.com
CIN: L65100MH1988PLC047873

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

ITEM NO. 4

Explanatory Statement related to Ordinary Business: Item 4: Appointment of Statutory Auditor for a period of four years from the conclusion of this Annual General Meeting up to the conclusion of 42nd Annual General Meeting and to fix their remuneration.

The Members at the 37th Annual General Meeting appointed M/s V P Thacker & Co. Chartered Accountants (Firm Registration No. 118696W) as the statutory auditor of the company for a first term of five years to hold office from the conclusion of 37th Annual General Meeting till the conclusion of 42nd Annual General Meeting.

The Board of Directors of the Company was further informed that the existing Statutory Auditors, M/s V P Thacker & Co., Chartered Accountants (Firm Registration No. 118696W), have tendered their resignation from the position of Statutory Auditors of the Company due to their merger with M/s. Lodha & Bhatt, Chartered Accountants. Pursuant to the said merger, the merged firm has been reconstituted and renamed as M/s. TLB & Co., Chartered Accountants with effect from January 29, 2026.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors, at its Meeting held on February 13, 2026 approved the appointment of M/s. TLB & Co., Chartered Accountants (FRN: 016505S), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s V P Thacker & Co., Chartered Accountants subject to the approval of the Members of the Company within three months of such appointment.

Further, the Members of the Company at the (01/2026-27) Extra-Ordinary General Meeting held on May 02, 2026 approved the appointment of M/s. TLB & Co., Chartered Accountants as Statutory Auditors of the Company from the conclusion of Extra-Ordinary General Meeting until the conclusion of the 38th Annual General Meeting of the Company to be held for the financial year 2025-26, at such remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditors.

It is hereby clarified that pursuant to the aforesaid merger and reconstitution, the audit terms and the partner signing the audit reports for the Company shall remain the same. Further, the remuneration payable to the Statutory Auditors shall continue to be in line with the remuneration already approved prior to the said merger, unless revised mutually between the Board of Directors and the Auditors.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

M/s. TLB & Co., Chartered Accountants, have conveyed their consent to act as Statutory Auditors of the Company and have confirmed that their appointment, if made, would be in accordance with the provisions of Sections 139 and 141 of the Companies Act, 2013 and that they satisfy the criteria provided therein.

None of the other Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out at Item No.4 of the Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.4 of the Notice for approval by the Members.

ITEM NO. 5

Explanatory Statement related to Special Business: Item 5: Appointment of Mr. Ramesh Chandra Jain as an Independent Director of the Company for a first consecutive term of 5 years with effect from August 10, 2026:

As per the provisions of Section 149 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company should be in compliance with the said provisions. Accordingly, half of the Board Members should comprise of Independent Directors.

The present Board of Directors comprises of six members of which three (3) are Independent Directors, two (2) are Non-Executive Directors and One (1) Executive Director. Members may further note that upon completion of first term of Mr. Suhas Sahakari, he ceased to be Non-Executive Independent Director of the Company from August 09, 2026. Hence to fill up the vacancy created thereon, the Board of Directors of the Company at their meeting held on August 05, 2026, approved, subject to approval of Members of the Company, appointment of Ramesh Chandra Jain as Non-Executive Independent director with effect from August 10, 2026 considering his skills / expertise / competence to carry out the functions of the Board effectively.

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee, at their Board Meeting held on August 05, 2026, pursuant to the provisions of Section 149, 152 read with Schedule IV of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, appointed Mr. Ramesh Chandra Jain (DIN: 00960613) as Non-Executive Independent Director on the Board of the Company for a first term of 5 (five) consecutive years with effect from August 10, 2026.

Mr. Ramesh Chandra Jain, possesses appropriate skills, experience and knowledge. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Ramesh Chandra Jain be appointed as an Independent Director of the Company.

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

In the opinion of the Nomination & Remuneration Committee and Board of Directors of the Company, considering his strong background and seniority, Mr. Ramesh Chandra Jain and to reap the benefits of his rich and varied experience, approval of shareholders is sought for his appointment as an Independent Director of the Company as set out in Item No. 5 of this Notice.

Relevant details relating to appointment of Directorship of Mr. Ramesh Chandra Jain as an Independent Director, as required by Act and Secretarial Standards issued by the Company Secretaries of India are provided in the "Annexure" to this Notice.

Copy of the draft letter of appointment setting out the terms and conditions of appointment of the said Independent Director shall be open for inspection by the Members at the Registered Office of the Company between 10 a.m. to 5 p.m. on all working days (except Saturday and Sunday).

Except Mr. Ramesh Chandra Jain in his respective resolution, none of the Directors, Key Managerial Personnel (KMP), or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The Board recommends their respective appointments by way of Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

ITEM NO. 6

Explanatory Statement related to Special Business: Item 6: Re-appointment of Mr. Shyam Ramsharan Khandelwal (DIN: 05147157) as a Non-Executive Independent Director for a second term of 5 (five) consecutive years with effect from August 10, 2026:

Mr. Shyam Ramsharan Khandelwal (DIN: 05147157) was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Appointment Rules") at the 36th Annual General Meeting of the Company for a period of two years, i.e., August 10, 2024 up to August 09, 2026.

Pursuant to the performance evaluation of Mr. Shyam Ramsharan Khandelwal and considering that his continued association as a Member of the Board would be beneficial to the Company, based on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, subject to approval of the Members, had re-appointed Mr. Shyam Ramsharan Khandelwal (DIN: 05147157) as an Independent Director, not liable to retire by rotation, for the second term of 5 (five) consecutive years with effect from August 10, 2026 up to August 09, 2031.

Mr. Shyam Ramsharan Khandelwal (DIN: 05147157) has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. The Company has also received a declaration in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director.

In the opinion of the Board, Mr. Shyam Ramsharan Khandelwal is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for re-appointment as an Independent Director and he is independent of the management. The Board considers that the continued association of Mr. Shyam Ramsharan Khandelwal would be of immense benefits to the Company and is desirable to continue to availing of services as an Independent Director. Accordingly the Board recommends the re-appointment of Mr. Shyam Ramsharan Khandelwal as an Independent Director as set out at Item No. 6 of the accompanying Notice for approval by the Members.

Brief profile of Mr. Shyam Ramsharan Khandelwal (DIN: 05147157) is mentioned in the notes to the Notice, pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Except for Mr. Shyam Ramsharan Khandelwal, none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

ITEM NO. 7

Explanatory Statement related to Special Business: Item 7: Re-appointment of Mr. Rajnesh Jain as a Whole-Time Director for a further period of 3 (three) consecutive years:

Mr. Rajnesh Jain was re-appointed as the 'Whole Time Director' for a period of three years w.e.f. August 11, 2023 till August 10, 2026 (both days inclusive), at the 35th Annual General Meeting held on September 18, 2023.

Accordingly, Based on the recommendation of the Nomination and Remuneration Committee and after considering his performance, the Board of Directors at their meeting held on August 05, 2026, approved the re-appointment of Mr. Rajnesh Jain (DIN: 00151988) as Whole-time Director of the Company for a further period of three years i.e. with effect from August 11, 2026 till August 10, 2029.

The said appointment and terms are subject to the approval of the Members at the ensuing Annual General Meeting by way of Special Resolution. The Board recommends the Special Resolution as set out at Item No. 7 of Notice for approval of Members.

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

1. **General information:**

<table>
<tr><td>1</td><td>Nature of Industry</td><td>Financial Services (NBFC)</td></tr>
<tr><td>2</td><td>Expected date of commencement of commercial production</td><td>Not applicable</td></tr>
<tr><td>3</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td>Not applicable</td></tr>
<tr><td>4</td><td>Financial performance based on given indicators</td><td>As per the Audited Accounts of the Company for the following financial year ended March 31, 2026
(Rs. in ‘000)
<table>
<tr><th>Particulars</th><th>For the year ended March 31, 2026</th><th>For the year ended March 31, 2025</th><th>For the year ended March 31, 2024</th></tr>
<tr><td>Total Revenue</td><td>63,293</td><td>52,241</td><td>46,932</td></tr>
<tr><td>Profit Before Tax</td><td>23,452</td><td>11,979</td><td>13,728</td></tr>
<tr><td>Profit for the period</td><td>16,296</td><td>8,123</td><td>9,035</td></tr>
</table></td></tr>
<tr><td>5</td><td>Foreign Investments or collaborators, if any</td><td>Not applicable</td></tr>
</table>

2. **Information about the appointee:**

1.	Background details	Mr. Rajnesh Jain is a Fellow Member of the Institute of Chartered Accountant of India, having vast experience in Corporate Finance, Financial Services, Merchant Banking, Capital Market and fund based activities including investments, fund based and non-fund based working capital facilities and trade finance. He is also one of the promoters of the Company and associated with the Company for more than two decades. He holds 6, 05,168 (12.65%) Equity Shares of the Company.
2.	Past remuneration	Last drawn remuneration is given in the Corporate Governance Section of the Annual Report.
3.	Job profile and his Suitability	Mr. Rajnesh Jain shall, subject to the directions, supervision and control of the Board of Directors of the Company, manage and conduct the business and affairs of your Company.
4.	Remuneration proposed	The remuneration details for proposed re-appointment are given in the text of the Resolution.
5.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin).	Mr. Rajnesh Jain is responsible for the affairs of the Company and discharging his duties under the supervisions of the Board of Directors of the Company. Keeping in view the profile of Whole time Director with his enriched knowledge and vast experience, the Board of Directors considers that the remuneration proposed to Mr. Rajnesh Jain is fully justifiable and commensurate with the similar sized industry.
6.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides the proposed remuneration payable to him, he does not have any other pecuniary relationship with the Company or with managerial personnel.

3. **Other information:**

1.	Reasons for inadequacy of profits	The Company is exposed to specific risks that are peculiar to its business and the environment within which it operates including the economic cycle, market risk, etc. therefore, the profitability of the Company varies accordingly. The Economic Outlook for the Country has considerably improved with the stable Government which is committed to economic reforms and policies to improve ease of doing business. Considering the Country's stable Central Government and economic outlook coupled with importance of financial services, your directors expect better performance of the Company in the coming years. The Nomination and Remuneration Committee and the Board of Directors are of the opinion that re-appointment of Mr. Rajnesh Jain as 'Whole Time Director' would be in the interest of your Company and, therefore, recommend the resolution for your approval.
2.	Steps taken or proposed to be taken for improvement	
3.	Expected increase in productivity and profits in measurable terms	

In compliance with the provisions of Sections 196, 197 and 203 read with Schedule V and any other applicable provisions, if any of the Companies Act, 2013, the terms of re-appointment and remuneration of Mr. Rajnesh Jain, as specified above are now being placed before the Members for approval.

Mr. Rajnesh Jain (DIN: 00151988) himself and his relatives' viz. Mr. Girish Jain and Mrs. Shraddha Jain are concerned or interested in the Resolution. Save and except above, none of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

ITEM NO. 8

Explanatory Statement related to Special Business: Item 8: Approval of Material Related Party Transaction between KJMC Capital Market Services Limited and the Company.

The Company is a Non-banking Finance Company (NBFC) engaged in the various activities as permitted to be carried out by the NBFCs. It is proposed to extend loan to KJMC Capital Market Services Limited, a Company incorporated under the provisions of the Companies Act, 1956 and engaged in the business of Financial and Insurance Services and other Financial Activities, one of the group companies. The directors representing the promoters are directors of the said Company.

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, a transactions with a related party shall be considered material, if the transaction(s) entered into/ to be entered into individually or taken together with the previous transactions during a financial year exceeds the prescribed threshold under the said Regulations, and such Material Related Party Transaction(s) require prior approval of the Members of the Company by way of an Ordinary Resolution.

The Company, in ordinary course of its business, regularly does the transactions with the related parties including those mentioned in the Notice on an arm's length basis. On basis of the same, the Company hereby proposes to seek shareholders' approval for the said transactions by way of an Ordinary Resolution under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to enable the Company to enter into Related Party Transactions in one or more tranches.

Accordingly, the Company proposes to obtain the approval of the Members for entering into and/or continuing with the Material Related Party Transaction(s) with KJMC Capital Market Services Limited, **for an aggregate value not exceeding ₹100,00,00,000/- (Rupees One Hundred Crores only) in any financial year,** on such terms and conditions as may be mutually agreed between the parties, subject to the transaction(s) being undertaken in the ordinary course of business and on an arm's length basis.

The Audit Committee has reviewed and approved the proposed Related Party Transaction(s) and recommended the same to the Board of Directors for consideration and approval.

The Board of Directors recommends the resolution set forth in item No. 8 for approval of the Members as an Ordinary Resolution. Except, Mr. Rajnesh Jain, Mr. Girish Jain and Mrs. Shraddha Jain, Directors, none of the other Directors and/or any Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 9

Explanatory Statement related to Special Business: Item 9: Payment of commission up to 10% of Net Profit before tax of the immediately preceding financial year to the Directors forming part of Promoter Group of the Company.

The Company recognizes the significant contribution made by its Directors forming part of the Promoter Group in steering the Company's business operations, strategic initiatives and overall growth. Considering their experience, leadership and continued efforts towards enhancing stakeholder value, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has approved payment of commission to such Directors.

Pursuant to the provisions of Sections 197 and 198 of the Companies Act, 2013 read with the applicable Rules made thereunder, a company may pay commission to its directors within the limits prescribed under the Act. The proposed commission shall be paid out of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 and shall, together with the other remuneration payable to the Directors forming part of promoter group, remain within the overall limits prescribed under the Companies Act, 2013.

Further, in terms of Regulation 17(6) (e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members by way of a Special Resolution is required where the annual remuneration payable to the Directors who are promoters or members of the promoter group exceeds the limits prescribed under the said Regulation.

Accordingly, the approval of the Members is sought by way of a Special Resolution for payment of commission, in aggregate, up to 10% of the net profits before tax of the Company computed in accordance with Section 198 of the Companies Act, 2013 for the immediately preceding financial year, in such proportion and manner as may be determined by the Board of Directors or the Nomination and Remuneration Committee from time to time, subject to compliance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

The Board of Directors recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the Members.

Except Mr. Girish Jain, Mr. Rajnesh Jain and Mrs. Shraddha Jain, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 10

Explanatory Statement related to Special Business: Item 10: Issue of Non-Convertible Debentures (NCD'S) and/or such other Market Linked Debentures and/or Debt Securities on private placement basis:

The Company is Non-Banking Finance Company since its inception. The Company believes that the finance market's scope to create economic value is immense. Hence, we recognize that ideas develop over time, evolving into innovation. The main aim of the Company is to constantly reimagining various activities in the finance field for stakeholder value creation.

The Company constantly endeavor to innovate in the industry specific financial solutions by introducing new products to its customers for expansion and new projects.

As part of the measures to further strengthen its funds position and to augment the long term resources of the Company for its Lending, Financing and Investment activities, inter alia, for the strategic business expansion in future and for general corporate purpose, the Board of Directors at their meeting held on August 05, 2026, subject to the approval of the Shareholders of the Company and statutory authorities as may be required, accorded their approval to raise funds from time to time by way of issue, offer, invite for subscription and to allot rated/unrated, Secured/unsecured, listed/ unlisted, redeemable Non-Convertible Debentures ('NCDs'), for Cash and/or such other market linked debentures and/or debt securities on a private placement basis, in one or more series / tranches, aggregating up to Rs. 50,00,00,000 /- (Rupees Fifty Crores only). Accordingly, consent of the members is sought by way of Special Resolution as set out in Item no. 10 of Notice for issue of NCDs and/or such other market linked debentures and/or debt securities. This is enabling resolution to authorize the Board of Directors of the Company to issue, offer, invite for subscription of the NCDs and/or such other market linked debentures and/or debt securities as may be required by the Company, from time to time for a year from the date of passing this resolution.

As per the provisions of Section 42 of the Companies Act, 2013, including any statutory modifications or re-enactments thereof for the time being in force, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make an offer or invitation to subscribe to securities through Private Placement unless the proposal has been previously approved by the Shareholders of the Company by a Special Resolution for each of the offers or invitations and subject to regulatory and statutory approval(s), as may be required.

Further, in case of offer or invitation to subscribe Non-Convertible Debentures (NCDs) and/or such other market linked debentures and/or debt securities on private placement basis, where the proposed amount to be raised through such offer or invitation exceeds the limits specified in clause (c) of sub-section (1) of section 180 it shall be sufficient if the Company passes a Special Resolution only once in a year for all the offers or invitations to subscribe NCDs and/or such other market linked debentures and/or debt securities.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the proposed Resolution.

The Board recommends the Special Resolution as set out at Item No. 10 for approval by the members.

By Order of the Board of Directors
For KJMC Financial Services Limited

Omkar Bamne
Company Secretary & Compliance Officer
ACS-77772

Place: Mumbai
Date: 05-08-2026
Registered Office:
162, Atlanta, 16th Floor, Nariman Point, Mumbai-400021.
Email: investor.finance@kjmc.com
Website: www.kjmcfinserv.com
CIN: L65100MH1988PLC047873