



(Formerly known as Meenakshi Enterprises Limited)
A NBFC listed at Bombay Stock Exchange

CIN: L51102TN1982PLC009711
Regd Office : No. 17/9, Lakshmipuram Main Street,
Lloyds Road, Royapettah, Chennai, TN 600014
Email: investor@jmjfintechltd.com
Mobile: 7395922292

NOTICE OF POSTAL BALLOT

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

To,
The Members

Notice is hereby given that the following proposed Resolutions are being circulated for approval of the members of the Company to be accorded by Postal Ballot, only by way of e voting process ("e-voting"), in accordance with the provisions of Section 110 read with Section 108 of Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 02/2022 dated May 05, 2022 and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standards, on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modifications thereto or re-enactment thereof for the time being in force):

SPECIAL BUSINESSES

- 1. TO APPOINT MR. VAZHAYIL EASOW JOSEKUTTY (DIN: 10358372), 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 and any other applicable provisions of the Companies Act, 2013 (“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) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Jose Kutty V E (DIN: 10358372), who was appointed as an Additional Director (Non- Executive and Independent) has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the SEBI Regulations and who is eligible for appointment, be and is hereby appointed as a Director (Non- Executive and Independent) of the Company to hold office for a term of five years , not liable to retire by rotation with effect from 20th December 2023.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

2. INCREASE IN MANAGERIAL REMUNERATION PAYABLE TO MR. JOJU MADATHUMPADY JOHNY (DIN: 02712125), MANAGING DIRECTOR

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 Section 197,198 and other applicable provisions, if any of the Companies Act,2013 and Rules made there under read with Schedule V of Companies Act ,2013 and on recommendation of Nomination and Remuneration committee, approval of the Company be and is hereby accorded for increase in annual remuneration to be paid to Mr. Joju Madathumpady Johny, Managing Director upto Rs.60,00,000(rupees Sixty lakhs only) with effect from 30th October 2023, inclusive of perquisites as per applicable provisions of the Act read with rules thereof as amended from time to time by the Board based on the recommendation of the Nomination & Remuneration Committee .

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during his term of office, Company shall pay the same remuneration as mentioned in the explanatory statement within the limits specified under Schedule V of the Companies Act,2013 as the minimum remuneration.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds matters and things and execute all such documents, instruments and writings as may be required to give effect to the above resolution.”

3. TO CONTINUE AS A WHOLETIME DIRECTOR AND INCREASE IN REMUNERATION TO MR. JOHNY MADATHUMPADY LONAPPAN (DIN: 00017895).

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 Section 196,197,198 and other applicable provisions , if any of the Companies Act,2013 and Rules made there under read with Schedule V of Companies Act ,2013 and on recommendation of Nomination and remuneration committee, approval of the Company be and is hereby accorded to continue Mr. Johny Madathumpady Lonappan (DIN: 00017895),as a Chairman and Whole time Director of the company who has attained the age of 70 years at an annual remuneration not exceeding Rs. 24,00,000 with effect from 30th October 2023, inclusive of perquisites as per applicable provisions of the Act read with rules thereof as amended from time to time by the Board based on the recommendation of the Nomination & Remuneration Committee.

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during his term of office, Company shall pay the same remuneration as mentioned in the explanatory statement within the limits specified under Schedule V of the Companies Act,2013 as the minimum remuneration”.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds matters and things and execute all such documents, instruments and writings as may be required to give effect to the above resolution”.

4. TO ALTER THE OBJECT CLAUSE OF THE COMPANY

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

“RESOLVED THAT subject to the provisions of section 13 and all other applicable provisions of the Companies Act, 2013, if any, and the Rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force and subject to such approvals, consents, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise the powers conferred by this resolution), approval of the Company be and is hereby accorded to insert the following New sub-clauses (1) to (3) be inserted before the existing sub-clauses (1) to (6) of Clause III A and the existing clauses 1 to 6 in the main objects after the insertion of new clause 1 to 3 be renumbered as (4) to (9) accordingly.

1. To carry on financing operations and perform financing services including factoring, making loans, both short term and long term, underwriters and brokers of stocks, shares, debenture-stock, Government Bonds, Unit Trust, National Saving Certificate etc.
2. To carry on the business of an investment company, in all its branches and without

prejudice to the generality of the foregoing to buy, underwrite, invest in and acquire and hold, sell and deal in shares, stocks, debenture-stock, bonds, obligations and securities issued or guaranteed by any Government, State, dominions, commissioners, public body or authority, municipal, local or otherwise, firm, company, association or person in India or elsewhere and to act as financial consultants, investment advisers and to render any kind of management and consultancy services concerning forgoing matters and things, but not to carry on Banking business as defined under Banking Regulation Act , 1949.

3. To carry on the business of rendering consultancy service related to finance, investment, corporate affairs in all its aspects.

FURTHER RESOLVED THAT subject to and in accordance with the provisions of law, as may be applicable from time to time, the Board be authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and also to delegate all or any of the above powers to any Committee of Directors of the Company for the purpose of implementation of the aforesaid Resolution, without requiring the Board to secure any further consent or approval of the Members of the Company.”

NOTES:

1. Statement setting out the material facts concerning the proposed special business pursuant to Section 102 and 110 of the Companies Act, 2013 read with Rules made thereunder is given hereunder.
2. The Board of Directors of the Company has appointed Mrs. Lakshmmi Subramanian, Senior Partner, M/s. Lakshmmi Subramanian & Associates, Practicing Company Secretaries (Membership no. 3534) as Scrutinizer for scrutinizing the e-voting in a fair and transparent manner.
3. The Notice of Postal Ballot is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on close of working hours on 05.01.2024 (Cut- off date) in accordance with the provisions of the Companies Act, 2013 read with Rules made thereunder and the MCA Circulars.
4. The Ministry of Corporate Affairs, Government of India(MCA), in terms of the General Circular No. 14/ 2020 dated 8th April, 2020, General Circular No. 17/ 2020 dated 13th April, 2020 and General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/ 2020 dated 28th September, 2020, General Circular No. 39/ 2020 dated 31st December, 2020 General Circular No. 10/2021 dated June 23, 2021 General Circular No. 20/2021 dated December, 8, 2021 and General Circular No. 03/2022 dated May 5, 2022 and subsequent circulars issued in this regard, the latest being 9/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) has advised the Companies to take all decisions of urgent nature requiring members approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/ e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. As per the MCA circulars, the Company will send postal ballot notice only through email to all its members who have registered their email address with the Company or Depository/Depository Participants and the communication of assent/ dissent of the members on the resolutions proposed in this notice will only take place through e-voting system. This postal ballot is accordingly being initiated in compliance with the MCA circulars. Hence, in compliance with the requirement of MCA circulars, hard copy of postal ballot Notice along with postal ballot forms and prepaid business reply envelope will not be sent to the members for this postal ballot and they are required to communicate their assent or dissent through the e-voting system only.
5. Members whose names are appearing on the Register of Members/List of Beneficial owners as on the Cut-off date shall be eligible for e-voting. A person who is not a Member on Cut-off Date should treat this notice for information purpose only.
6. The Company has made special arrangements to facilitate members to receive this notice electronically and cast their vote electronically, as per the process given below:
 - a) For voting on the resolution proposed in the postal ballot through e- voting, members who have not registered their email address may get their email address registered by sending an email to investor@jmjfintechltd.comThe members shall provide the following details in the email.
 - Full Name
 - No of shares held
 - Folio number (if shares held in physical)
 - Share certificate number (if shares held in physical)
 - DPID & Client ID (if shares are held in demat)

Email id

b) On receipt of the email, the member would get soft copy of the notice and the procedure for e-voting. In case of any queries, member may write to investor@jmifintechltd.com

c) It is clarified that for permanent registration of change in relation to the name, registered address, email id, mobile no., PAN, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, nomination, power of attorney, etc., the members are required to intimate the same:

- i. for shares held in electronic form: to their respective DP; and
- ii. for shares held in physical form: to the Company RTA (M/s. Link Intime India Private Limited) in prescribed Form No. ISR-1 and other forms pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021. Further, the Company has sent letters to the members holding shares in physical form to furnish the above mentioned details which are not registered in their respective folio no(s).

7. The Postal Ballot Notice has been placed on the Company's web link www.jmifintechltd.com and Central Depository Services (India) Limited e-voting's website link <https://www.evotingindia.com/PageDownload.jsp> and will remain on such website until the last date of e-voting on the said Postal Ballot Notice.

8. The date of completion of dispatch of Notices/ e-mails will be announced through advertisement in Newspapers.

9. The voting rights of members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on cut-off date i.e. 05.01.2024

10. In compliance with Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, and Section 110 of the Companies Act, 2013, read with the rules made thereunder and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India on general meetings ('SS-2'), the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching Physical Postal Ballot Form. The Board of Directors of the Company has appointed Central Depository Services (India) Limited (CDSL) ('the Agency') for facilitating e-voting to enable the members to cast their votes electronically.

11. The remote E-voting facility will be available during the following period:

Commencement of E-Voting	13.01.2024 (Saturday) at 9.00 HRS
End of E-Voting	11.02.2024(Sunday) at 17.00 HRS

During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut- off date i.e. 05-01-2024, (the Closing hours), may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

Instruction for E-voting.

12. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/ 2020/ 242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide e-voting facility to its shareholders, in respect of

all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

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

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

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

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

Login method for Individual members holding securities in Demat mode CDSL/NSDL is given below:

Type of members	Login Method
Individual Members holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon& New System Myeasi Tab.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 the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System MyeasiTab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers

<p>Individual Members holding securities in demat mode with NSDL</p>	<p>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.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting website of CDSL for casting your vote during the remote e-voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/ SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote</p>
<p>Individual Members (holding securities in demat mode) login through their Depository Participants</p>	<p>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’s website for casting your vote</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Members 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.: 1800 1020 990 and 1800 22 44 30

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

Login method for e-Voting for Physical Shareholders and shareholders other than individual holding Securities in Demat form

- a) The shareholders should Log on to the e-voting website www.evotingindia.com.
- b) Click on “Shareholders / Members”.
- c) Now Enter your applicable User ID/ Login Id, as under:-
 - (i) For CDSL: 16 digits beneficiary ID,
 - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (iii) For members holding shares in Physical Form: “Folio Number” registered with the Company.
- d) Thereafter enter the Image Verification code as displayed and Click on “Login” tab.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- f) If you are a first time user, then fill up the following details in the appropriate boxes:

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

- g) After entering these details appropriately, click on “SUBMIT” tab.
- h) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly

recommended not to share your password with any other person and take utmost care to keep your password confidential.

i) For members holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.

j) Now select the relevant Electronic Voting Sequence Number (EVSN) of “JMJ Fintech Ltd”.

k) On the voting page, you will see “Resolution Description” and against the same the option “YES/NO” for voting. Select the option “YES” or “NO” as desired. The option “YES” implies that you assent to the Resolution and option “NO” implies that you dissent to the Resolution.

l) Click on the “Resolutions File Link” if you wish to view the entire Resolutions details.

m) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

o) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

p) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

q) ADDITIONAL INSTRUCTIONS FOR NON-INDIVIDUAL MEMBERS AND CUSTODIANS

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as “Corporate”. Corporates and custodians already registered with CDSL should use their existing login details.

- After registering online, A scanned copy of registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving these details, create a compliance user using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian/ authorized person, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual members are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at email id lsacustomerservices1@gmail.com and to the Company at the email address viz; investor@jmjfintechltd.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to the Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

13. The vote in this Postal Ballot cannot be exercised through proxy.

14. The Scrutinizer's decision on the validity or otherwise of the e-voting will be final. The Scrutinizer(s) will submit their report to the Chairman or in his absence to any such Director authorized by the Board, after completion of the Scrutiny of the Postal Ballots (through e-voting process only).

15. The result of Postal Ballot shall be declared by the Executive Chairman or in his absence by the Executive Vice Chairman or by any other Director, so authorized by the Executive Chairman on Tuesday, 13-02-2024 at the Registered Office of the Company.

16. The Resolutions will be taken as passed effectively on the last date of e-voting, i.e. 11-02-2024 on announcement of the result in the manner set out above, if the results of the respective resolutions set out in Postal Ballot Notice indicate that the requisite majority of the members had assented to the respective Resolutions.

The result of the Postal Ballot along with Scrutinizer's Report will be displayed on the Notice Board of the Company at its Registered Office and Corporate Office and will also be hosted on the Company's website link www.jmifintechltd.com as well as of CDSL e-voting website link <https://www.evotingindia.com/PageDownload.jsp>. The results shall also be communicated to the BSE.

16. A copy each of the documents referred to in the accompanying Statement is open for inspection at the Registered Office of the Company on all working days, except Saturday and holidays, between 11.00 A.M. and 1.00 P.M. from the date of dispatch until the last date for receipt of e-votes.

STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED 04 TH DECEMBER 2023 PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013:

Item No. 1

The Present proposal is to seek the Shareholders' approval for the appointment of Mr. Vazhayil Easow Jose Kutty (DIN: 10358372), as an Independent Director who was appointed as an Additional Director submitted a declaration of independence under Section 149(7) for appointment of Five (5) years with effect from 20.12.2023 in terms of the applicable provisions of the Companies Act, 2013. The appointment has been recommended by the Nomination and Remuneration Committee in its meeting held on 20th December 2023 and subsequently approved by the Board of Directors in its meeting held on the 20th December 2023.

A brief detail of Mr.Vazhayil Easow Josekutty (DIN: 10358372) is given below as per SEBI regulations and Secretarial Standards.

Name of the Director	Mr. Jose Kutty V E
DIN	10358372
Age	61 years
Date of board meeting at which he is Appointed	20 th December,2023
Experience in business field	More than 30 Years
Chairman / Directorship in other public Company	NIL
Education qualification	Mcom, CS Intermediate
Relationship with any other Director	NIL

Item No.2

The Present proposal is to seek the shareholders' approval for increase in annual remuneration to be paid to MR. JOJU MADATHUMPADY JOHNY (DIN: 02712125), Managing Director. The same has been recommended by the Nomination & Remuneration Committee in its meeting held on 30th October,2023. Considering his experience and knowledge, the Board thought it fit to increase the remuneration as detailed below:

Particulars Remuneration

Basic Salary	Rs. 250000 /- per month
Other Allowance - Medical & other	Rs. 250000 /- per Month
Reimbursements	Nil
Annual Increment	10%
Other Perquisites In addition to the above salary,	Nil
Retirement Benefit	Nil
Leave Entitlement	Nil
Remuneration in excess of limits	Nil
Total	500000/- per month

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

I. General Information

1	Nature of Industry	Non-Banking Financial Company (NBFC)
2	Date or expected date of commencement of commercial production	Existing Company in operation since 1982
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	In the financial year 2022-2023, the Company made a turnover of Rs. 3,82,29,330/- and Profit of Rs. 83,11,080 /- after tax.
5	Foreign Investments or collaborations, if any	Nil

II. Information about the appointee:

1	Background details	More than 10 Years of experience in NBFC activities and other related matters.
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2	Past remuneration	Rs. 320,000/- per month
3	Recognition or awards	Nil
4	Job profile and his suitability	Mr. Joju Madathumpady Johny is presently holding the position of Managing Director of the Company. The Company is utilizing his knowledge and experience which he acquired from more than 10 Years of his experience in NBFC activities and other related matters.
5	Remuneration proposed	Rs. 500,000/- per month
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Joju Madathumpady Johny is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its activities.
7	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr Johny Madathumpady Lonappan-Father

III. Other Information:

1	Reasons of loss or inadequate profits	During the financial year ending March 31, 2023, the Company faced inadequate profits, primarily due to challenging national and global economic conditions, heightened competition, and the impact of emerging technologies. As a result, the proposed remuneration for the Director is expected to exceed prescribed limits, prompting this proposal under the applicable provisions of Schedule V.
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2	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to overcome the negative market conditions and steps to improve its position by remaining competitive, effective and adaptive with strong fundamentals and focus on long-term value creation.
3	Expected increase in productivity and profits in measurable terms	During the financial year 2023-2024, Company expects more than 10%-15% increase in turnover and corresponding increase in profit also.

None of the other Directors other than Mr. JOHNY MADATHUMPADY LONAPPAN and Mr. JOJU MADATHUMPADY JOHNY, and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested.

Item No 3.

The present proposal is to seek the shareholders' approval to continue Mr. Johny Madathumpady Lonappan (DIN: 00017895), as a Chairman and Whole time Director of the company who has attained the age of 70 years at a remuneration not exceeding Rs. 2,00,000 per month inclusive of perquisites as per applicable provisions of the Act read with rules thereof as amended from time to time for the remaining tenure of his term of office with effect from 30th October 2023". Mr. Johny Madathumpady Lonappan has about 40 years of experience in Administration and Banking field. He has helped the company in achieving its targets with his rich experience in the field of non-banking financial sectors. Considering his experience and knowledge, the Board thought it fit to avail his services in the interest of the Company, at remuneration stated below.

the Board thought it fit to increase the remuneration as detailed below:

Particulars Remuneration

Basic Salary	Rs.1,00,000/- per annum
Other Allowance - Medical & other	Rs.1,00,000/-

Reimbursements	Nil
Annual Increment	10%
Other Perquisites In addition to the above salary,	Nil
Retirement Benefit	Nil
Leave Entitlement	Nil
Remuneration in excess of limits	Nil
Total	Rs. 2,00,000/- per month

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

I. General Information

1	Nature of Industry	Non-Banking Financial Company (NBFC)
2	Date or expected date of commencement of commercial production	Existing Company in operation since 1982
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	In the financial year 2022-2023, the Company made a turnover of Rs. 3,82,29,330/- and Profit of Rs. 83,11,080 /- after tax.
5	Foreign Investments or collaborations, if any	Nil

II. Information about the appointee:

1	Background details	More than 40 Years of experience in NBFC activities and other related matters.
2	Past remuneration	Rs. 50,000/- per month
3	Recognition or awards	Nil
4	Job profile and his suitability	He is presently holding the position of Whole-time Director of the

		Company. The Company is utilizing his knowledge and experience which he acquired from more than 40 Years of his experience in NBFC activities and other related matters.
5	Remuneration proposed	Rs. 200,000/- per month
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr.Johny Madathumpady Lonappan is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its activities.
7	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	As on 30.09.2023, 2023, Mr Johny Madathumpady Lonappan is holding 14,12,360 Equity shares in the company. Mr.Joju Madathumpady Johny-Son

III. Other Information:

1	Reasons of loss or inadequate profits	During the financial year ending March 31, 2023, the Company faced inadequate profits, primarily due to challenging national and global economic conditions, heightened competition, and the impact of emerging technologies. As a result, the proposed remuneration for the Director is expected to exceed prescribed limits, prompting this proposal under the applicable provisions of Schedule V.
2	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to overcome the negative market conditions and steps to improve its position by remaining competitive, effective and adaptive

		with strong fundamentals and focus on long-term value creation.
3	Expected increase in productivity and profits in measurable terms	During the financial year 2023-2024, Company expects more than 10%-15% increase in turnover and corresponding increase in profit also.

None of the other Directors other than Mr. JOHNY MADATHUMPADY LONAPPAN and Mr. JOJU MADATHUMPADY JOHNY, and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested.

Brief Profile of Mr. JOHNY MADATHUMPADY LONAPPAN is furnished below:

Name of the Director	Mr. JOHNY MADATHUMPADY LONAPPAN
Din	00017895
Age	71 years
Date of appointment as a Wholetime Director	01.12.2021
Experience in business field viz-Administration, Production and Marketing of Industrial Gases	More than 40 years
No.of shares held as on 30.09.2023	14,12,360
Directorship in other public/private companies	Vilvattom Kuries Private Limited
Chairmanship/Membership of the committees of Board of Directors of other companies as on 20.12.2023	Nil
Relationship with any other Director	Mr. JOJU MADATHUMPADY JOHNY, Managing Director

The Board recommends the Resolution to be passed as a Special Resolution.

Item No.4

The Main objects of the Memorandum of Association should permit the Company to carry out investment and financing activities and advisory services. However, such activities are not covered in the existing Main Objects Clause and therefore, it is proposed to alter the Main Objects Clause of the Company by inserting sub-clause (1) to (3) under Clause III A before the existing sub-clauses (1) to (6) of Clause III A and the existing clauses (1) to (6) in the main objects after the insertion of new clause (1) to (3) be renumbered as (4) to (9) accordingly.

A Section 13 read with Section 110 of the Companies Act, 2013 and the Rules made thereunder provides that any alteration of main objects clause of the Memorandum of Association of the Company would require approval of shareholders of the Company by way of special resolution through Postal Ballot and hence, the Board of Directors recommend the resolution as a special resolution for approval of members.

A copy of the existing Memorandum of Association together with a copy of the proposed Memorandum of Association as set out in the Special Resolution of the Notice are open for inspection at the registered office of the Company during business hours on all working days.

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

By Order of the Board of Directors
For JMJ FINTECH LIMITED
Sd/-
CS Vidya Damodaran
Company Secretary & Compliance Officer
M.No. A69509

Place: Coimbatore

Date: 12/01/2023