

JMJ FINTECH LIMITED

CIN: L51102TN1982PLC009711

Regd. Office: No.17/9, Lakshmipuram Main Street Lloyds Road,
Royapettah, Chennai - 600014 email: investor@jmjfintechltd.com

Website: jmjcompany.com

NOTICE OF POSTAL BALLOT [Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act"), read with Rule 22 of the Companies (Management and Administration) Rules 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ("SS-2"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide 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, 02/2021 dated 13th January 2021 and 10/2021 dated June 23, 2021 in view of the COVID-19 pandemic ("MCA Circulars"), that it is proposed to seek the consent of the shareholders ("Members") of JMJ Fintech Limited (the "Company"), for the resolution appended herein below through postal ballot ("Postal Ballot") by way of electronic voting ("E-voting").

SPECIAL BUSINESS:

RESOLUTION NO. 1

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

SHIFTING OF REGISTERED OFFICE FROM THE JURISDICTION OF REGISTRAR OF COMPANIES, CHENNAI TO THE JURISDICTION OF REGISTRAR OF COMPANIES, COIMBATORE WITHIN THE STATE OF TAMIL NADU

"RESOLVED THAT pursuant to the provisions of Section 12 and other applicable provisions, if any of the Companies Act, 2013 read with relevant rules framed thereunder, and subject to the confirmation by the Regional Director and such other approvals permissions and sanctions, as may be required, consent of the members be and hereby accorded to shift the Registered

Office of the company from the jurisdiction of Registrar of Companies, Chennai to the jurisdiction of Registrar of Companies, Coimbatore within the State of Tamil Nadu.

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the registered office of the Company be shifted from No.17/9, Lakshmipuram Main Street Lloyds Road, Royapettah, Chennai - 600014 from the jurisdiction of Registrar of Companies, Chennai to "First Floor, Kavin Complex, Door No 112/115, Palakkad Main Road, Kuniimuthur, Coimbatore, 641008" under the jurisdiction of Registrar of Companies Coimbatore.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company or any officer so authorised by the Board, be and is hereby authorised to agree to obtain requisite approvals and permissions and to accept modifications/alterations in the above resolution, if any, specified by the aforesaid Authorities while confirming Company's Application for change of Registered Office and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of registered office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in connection therewith and incidental thereto."

**By Order of the Board
For JMJ Fintech Limited**

Sd/
JOJU MADATHUMPADY JOHNY
Managing Director
Place: Chennai
Date: 10th December 2022.

Notes:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out the material facts concerning the said Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“Notice”)
2. All relevant documents referred to in this Notice requiring the approval of the Members shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an e-mail to investor@jmjfintechltd.com commenting their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect, if any, with a self-attested copy of their PAN card attached to the e-mail.
3. On account of the outbreak of the COVID-19 pandemic, the Company is sending the Postal Ballot Notice in electronic form only, instead of dispatching hard copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members.
4. The Postal Ballot Notice along with the instructions regarding e-voting is being sent by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depository Central Depository Services (India) Limited (the “CDSL”) as on 09th December 2022 (the “Cut-Off Date”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, Purva Sharegistry (India) Pvt. Ltd(the “RTA”), in accordance with the provisions of the Companies Act, 2013, read with the Rules made thereunder and the framework provided under the MCA circulars. This Notice is also available at the Company’s website: jmjfintechltd.com.
5. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investor@jmjfintechltd.com, along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in electronic form are requested to get their e-mail address registered with their respective DPs. Thereafter, the Company would endeavour to send the Postal Ballot Notice to such Members to enable them to cast their vote through e- voting.
6. The Cut-Off Date is for determining the eligibility to receive this Notice and to vote by electronic means. Only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date shall be entitled to avail the facility of remote e-voting. A person who is not a member as on the Cut-Off Date should treat this Notice for information purpose only.
7. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as amended from time to time and the MCA Circulars, the Company is pleased to offer remote e-voting facility to all the Members of the Company to cast their votes electronically.
8. The Company has engaged CDSL (hereinafter referred to as CDSL or “Service Provider”) for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
9. Dispatch of the Notice shall be deemed to be completed on **12th December, 2022**

10. E-voting shall commence on Monday, 12th **December, 2022** at 9.00 A.M. (IST) and ends on Tuesday, 10th **January, 2023** at 5.00 P.M. (IST). The e-voting module shall be disabled by CDSL for voting thereafter.

The results of the Postal Ballot shall be declared on or before Thursday, 12th **January, 2023** along with the Scrutinizer's report.

11. The Board of Directors of the Company has appointed Mrs. Lakshmmi Subramanian, Senior Partner, Lakshmmi Subramanian & Associates, Practicing Company Secretaries (Membership No. 3534) (who has communicated her willingness to be appointed) as Scrutinizer for scrutinizing the e-voting in a fair and transparent manner.

12. Instructions for e-voting:

In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and the Secretarial Standard on General Meetings, the Company is providing a facility to all its members to enable them to cast their vote on the matters listed in this Notice by electronic means (e-voting). The e-voting facility is provided by Central Depository Services (India) Limited (CDSL).

The instructions for shareholders voting electronically are as under:

The e-voting period begins on **Monday, 12th December, 2022 at 9.00 A.M. (IST) and ends on Tuesday, 10th January, 2023 at 5.00 P.M. (IST)**. 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., **Friday, 09th December, 2022** may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e., as on **09th December, 2022**

- a. The shareholders should log on to the e-voting website www.evotingindia.com.
- b. Click on "Shareholders" tab.
- c. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio registered Number with the Company, excluding the special characters.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- f. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> • Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (c).

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then directly reach 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 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. Click on the EVSN for the relevant Company Name i.e. JMJ Fintech Limited" on which you choose to vote.
- 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 Resolution 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 Demat account holder has forgotten the same 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. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android/IOS/Windows based mobiles. The m-Voting app can be downloaded from Google Play Store / App Store and/or Windows Phone Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- r. Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- s. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013
READ WITH THE RELEVANT RULES**

The following Explanatory statement is furnished in respect of the Special Business of the Postal Ballot Notice:

RESOLUTION 1

SHIFTING OF REGISTERED OFFICE FROM THE JURISDICTION OF REGISTRAR OF COMPANIES, CHENNAI TO THE JURISDICTION OF REGISTRAR OF COMPANIES, COIMBATORE WITHIN THE STATE OF TAMIL NADU

Your Board of Directors, are of the opinion that the business opportunities for Non-Banking financing activities (NBFC) are very positive due to Coimbatore, being a rich industrial area with many corporate situated in Coimbatore, hence your board of directors decided to shift the registered office from Chennai to Coimbatore for better growth and development.

Since, the above Jurisdiction of Registrar of Companies, Coimbatore though falling under the same state as per Section 12 read with a rule made therein, Approval from the members is required.

It is accordingly proposed to shift the Registered Office of the Company as mentioned above, subject to the approval of the shareholders, the Regional Director of Ministry of Corporate Affairs, Southern Region, Chennai and/or any other sectoral regulator if required and the Registered Office is now proposed to be situated at "First Floor, Kavim Complex, Door No 112/115, Palakkad Main Road, Kuniyathur, Coimbatore, 641008" under the jurisdiction of Registrar of Companies, Coimbatore.

In this context, the Board of Directors at their meeting held on 10th December 2022 has approved to shifting of the registered office, subject to requisite approvals and recommended the same for members' approval by way of a Special Resolution through Postal Ballot.

Consequent to the approval of the shareholders, the Company shall file an application with the Regional Director of Ministry of Corporate Affairs, Southern Region Chennai and other statutory authorities as may be required under the provisions of the Companies Act, 2013 and other laws if applicable for obtaining their approval for Shifting of Registered Office of the Company.

The Board recommends the passing of the Special Resolution as set out in the Notice.

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

By Order of the Board

For JMJ FINTECH LIMITED

Sd/-

JOJU MADATHUMPADY JOHNY

Managing Director

Place: Chennai

Date: 10th December 2022.