



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

**CIN: L51102TZ1982PLC029253**

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## **NOTICE OF POSTAL BALLOT**

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

Dear Member(s),

**NOTICE** is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 9/2023 dated September 25, 2023 and No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“MCA”), Government of India, read with other relevant circulars and the Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the resolutions set out below are proposed to be passed by way of Postal Ballot by voting through electronic means only (“e-voting”).

### **SPECIAL BUSINESSES:**

#### **ITEM NO: 1**

#### **INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act 2013 read with the rules framed thereunder (including any Statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), and in accordance with the relevant applicable provisions of the Articles of Association of the Company and on the basis of recommendation of the Board of Directors of the Company, the consent of the Members of the company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 25,00,00,000/- (Rupees twenty Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores) equity shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company relating to the Share Capital be and is hereby altered by substituting with the following new clause:

“V. The Authorized Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores Only) Equity Shares of Rs.10/- each.”

RESOLVED FURTHER THAT, any director of the Company be and hereby severally authorized to perform all acts, deeds and things, execute documents and make all filings under Companies Act 2013, as may be necessary to give effect to the above resolution and take all such steps for giving any such direction as may be necessary or desirable.”

**ITEM NO:2**

**INCREASE IN MANAGERIAL REMUNERATION PAYABLE TO MR. JOJU MADATHUMPADY JOHNY (DIN: 02712125), MANAGING DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Sections 197 and 198, read with Schedule V and other applicable provisions of the Companies Act, 2013, rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members be and is hereby accorded for the for revision of Managerial remuneration of Mr. Joju Madathumpady Johny (DIN: 02712125), Managing Director of the Company, which is in excess of threshold limits as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule V of the Companies Act, 2013 and the Rules made thereunder as stated in the explanatory statement.

RESOLVED FURTHER THAT the extent and scope of salary and perquisites of the Managing Director may be altered, enhanced, widened or varied by the Board of Directors in accordance with the provisions of Companies Act, 2013 and other applicable provisions, however, within the limits prescribed in the explanatory statement.

RESOLVED FURTHER THAT the terms and remuneration as set out in the explanatory statement of this resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year during the currency of the tenure of the Managing Director, the remuneration as stated in the Explanatory Statement, shall be treated as minimum remuneration, subject to limits mentioned under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT, any director of the Company be and hereby severally authorized to perform all acts, deeds and things, execute documents and make all filings under Companies Act 2013, as may be necessary to give effect to the above resolution and take all such steps for giving any such direction as may be necessary or desirable.”

**ITEM NO:3**

**INCREASE IN MANAGERIAL REMUNERATION PAYABLE TO MR. JOHNY MADATHUMPADY LONAPPAN (DIN:00017895), CHAIRMAN & WHOLETIME DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provisions of Sections 197 and 198, read with Schedule V and other applicable provisions of the Companies Act, 2013, rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the consent of the members be and is hereby accorded for the for revision of Managerial remuneration of Mr. Johny Madathumpady Lonappan (DIN: 00017895), Chairman & Wholetime Director of the Company, which is in excess of threshold limits as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule V of the Companies Act, 2013 and the Rules made thereunder as stated in the explanatory statement.

RESOLVED FURTHER THAT the extent and scope of salary and perquisites of the Director may be altered, enhanced, widened or varied by the Board of Directors in accordance with the provisions of Companies Act, 2013 and other applicable provisions, however, within the limits prescribed in the explanatory statement.

RESOLVED FURTHER THAT the terms and remuneration as set out in the explanatory statement of this resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year during the currency of the tenure of the Wholetime Director, the remuneration as stated in the Explanatory Statement, shall be treated as minimum remuneration, subject to limits mentioned under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT, any director of the Company be and hereby severally authorized to perform all acts, deeds and things, execute documents and make all filings under Companies Act 2013, as may be necessary to give effect to the above resolution and take all such steps for giving any such direction as may be necessary or desirable.”

**By order of the Board  
For JMJ FINTECH LIMITED**

**Sd/-  
VIDYA DAMODARAN  
COMPANY SECRETARY AND COMPLIANCE OFFICER  
MEMBERSHIP NO: A69509**

Place: Coimbatore  
Date:27.11.2024

**NOTES:**

1. The statement pursuant to Section 102 of the Act read with the rules made thereunder listing out the material facts and necessary disclosures pertaining to the resolution set out in the Postal Ballot Notice for approval of the Members is annexed herewith.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by way of electronic mode to those Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 06<sup>th</sup> December 2024 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company/Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in terms of exemption provided through the MCA Circulars.
3. Members whose name appear in the Register of Members provided by the Registrar and Share Transfer Agent of the Company (‘RTA’) / List of beneficial owners received from the Depositories as on the Cut-Off Date only would be considered for the purpose of voting with respect to the business set out in this Notice. A person who is not a member as on Cut-Off Date should treat this notice for information purpose only.
4. Service of Postal Ballot Notice electronically:

In line with the MCA Circulars, this postal ballot notice is issued electronically to the e-mail addresses of the Members in the manner listed herein below:

<b>Members holding shares in Physical mode</b>	Notice is issued electronically to the Members whose e-mail addresses are available and registered in the records of the RTA.
<b>Members holding shares in Demat mode</b>	Notice is issued electronically to the Members whose e-mail addresses are available and registered in the records of the Depositories.

In line with the relaxation provided under the MCA Circulars referred above and in compliance with the said circulars, the Postal Ballot Notice is being served electronically. The Postal Ballot Notice is also being made available on the website of the Company at [www.imj fintech ltd.com](http://www.imj fintech ltd.com) , the website of the Stock Exchanges i.e. Bombay Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com). No physical copy of Postal Ballot Notice will be issued even if a member requests for the same.

5. Registration of e-mail:

Members who have not registered their e-mail addresses are requested to follow the procedure listed herein below for registering the same:

Type of holder	Process to be followed for registration of e-mail address and Mobile number
Physical	<p>Members may send an e-mail request to <a href="mailto:support@purvashare.com">support@purvashare.com</a> or <a href="mailto:evoting@purvashare.com">evoting@purvashare.com</a> along with:</p> <ul style="list-style-type: none"> <li>• Form ISR-1, Form ISR-2, Form ISR-3/Form SH-13 for updation of KYC details including e-mail address*;</li> <li>• Signed request letter mentioning the Folio No., Name of the Member, e-mail address and mobile number;</li> <li>• Self-attested copy of PAN;</li> <li>• Self-attested copy of any address proof including Aadhar, Passport etc,</li> <li>• Scanned copy of share certificate(s) (front and back).</li> </ul>
Demat	<p>Members may provide DPID-CLID (16 digits DPID + CLID or 16 digits beneficiary ID), Name, Client Master or Copy of Consolidated Account statement, self-attested scanned copy of PAN card and Aadhar Card to <a href="mailto:investor@jmifintechltd.com">investor@jmifintechltd.com</a></p> <p>If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) of point 20.</p> <p>Alternatively, shareholder/members may send a request to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> for procuring user id and password for e-voting by providing above mentioned documents.</p> <p>In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.</p>

- Members updating their e-mail address through Depository Participant after the Cut-Off Date are required to communicate the same to the Company/ RTA by writing an e-mail to [support@purvashare.com](mailto:support@purvashare.com)/ [evoting@purvashare.com](mailto:evoting@purvashare.com)/ [investor@jmifintechltd.com](mailto:investor@jmifintechltd.com)
- In Compliance with the MCA Circulars and the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), other applicable provisions of the Act and the Rules and other applicable laws, rules and regulations (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), the assent or dissent (i.e. voting) of members on the resolution listed out in the Notice can be cast through electronic voting i.e. remote e-voting. The detailed procedure for remote e-voting is listed down in the e-voting section. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to the shareholders for this Postal Ballot.
- The Board of Directors at their meeting held on 27<sup>th</sup> November 2024 have engaged the services of CDSL for providing remote e-voting facility in this postal ballot.

9. The Board of Directors at their meeting held on 27<sup>th</sup> November 2024 have appointed M/s. Lakshmmi Subramaniam & Associates, Practicing Company Secretaries, Chennai who are not in employment of the Company, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner. The Scrutinizer as aforementioned has communicated their willingness for being engaged for conducting the postal ballot voting process.
10. The e-voting period commences from Tuesday, December 10, 2024, 2024 at 09:00 A.M. IST and ends on Wednesday, January 08, 2024 at 05:00 P.M. IST. Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Wednesday, January 08, 2024. The e-voting facility will be disabled immediately thereafter and will not be allowed beyond the said date and time.
11. The Scrutinizer will submit a report to the Chairman or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced within 2 (Two) working days from the conclusion of the e-voting.
12. The result of e-voting along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice. The last date of e-voting, i.e. Wednesday, January 08, 2024, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
13. The results shall be also made available on the website of the Company at [www.jmfintechltd.com](http://www.jmfintechltd.com). The results shall be also communicated/made available on the website of the Stock Exchanges i.e. Bombay Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Central Depository Services (India) Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com).
14. Disclosures pertaining to the business set out in the Notice pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) and Secretarial Standards 2 issued by the Institute of Company Secretaries of India as revised from time to time are annexed to this Notice.
15. Members are requested to note that SEBI through circular ref. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, (now rescinded due to issuance of Master Circular for Registrars to an Issue and Share Transfer Agents dated May 17, 2023) has mandated that shareholders holding shares in physical mode to update the following details with the Company/RTA:

- PAN
- KYC and
- Nomination

The KYC details include contact information namely postal address with Pin code, Mobile Number and e-mail address. Members holding shares in physical mode, who have not registered their above particulars are requested to register the same with the Company/RTA. Any clarifications in this regard may be addressed by an email to [investor@jmfintechltd.com](mailto:investor@jmfintechltd.com). For more details, Members are requested to refer to the website of the Company at [www.jmfintechltd.com](http://www.jmfintechltd.com)

## 16. Information On Remote E-Voting:

- a) In compliance with the MCA Circulars and the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), other applicable provisions of the Act and the Rules and other applicable laws, rules and regulations (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), the Company is pleased to provide remote e-voting facility for casting votes in respect of the business set out in the Postal Ballot Notice. The Company has engaged M/s. Central Depository Services (India) Limited ('CDSL'), for providing remote e-voting facility for this postal ballot.
- b) The remote e-voting period commences from Tuesday, December 10, 2024, 2024 at 09:00 A.M. IST and ends on Wednesday, January 08, 2024 at 05:00 P.M. IST. The e-voting facility will be disabled immediately thereafter and will not be allowed beyond the said date and time.
- c) Once a vote is cast, the Members will not be allowed to change it subsequently or be allowed to cast vote again. Voting rights of a Member shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.

## 17. Procedure For E-Voting:

### Step 1: Access to NSDL e-Voting system:

#### A. Login method for e-Voting for Individual Shareholders holding securities in demat mode:

In terms of SEBI circular 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. The login method for individual shareholders holding securities in demat mode is given below:

Shareholders	Login Procedure
Individual Shareholders holding shares in Demat mode with National Securities Depository Limited ("NSDL")	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting

	<p>website of NSDL for casting your vote during the remote e- Voting period.</p> <ol style="list-style-type: none"> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e- Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App <ol style="list-style-type: none"> <li>a. “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> </li> </ol>
<p>Individual shareholders holding securities in Demat mode with Central Depository Services Limited (“CDSL”)</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be</li> </ol>

NSDL Mobile App is available on

App Store Google Play





	<p>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 links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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>
<p>Individual shareholders (holding shares in Demat mode) login through their demat accounts/ Website of Depository Participant:</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. Upon logging in, you will be able to see e-voting option.</p> <p>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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID"/ "Forgot Password" options available on the websites of Depositories / Depository Participants.

For technical Assistance:

Members facing any technical issue in logging can contact the respective helpdesk by sending a request on the email id's or contact on the phone nos. provided below

NSDL	CDSL
<p>E-mail: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> Toll free nos.: +91 22 24997000/ +91 22 48867000</p>	<p>E-mail: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Contact no. : 1800 225 533</p>

**B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:**

## How to Log-in to NSDL e-Voting website?

- a) 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.
- b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- c) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- d) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares indemat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares indemat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- e) Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?

-If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- your email ID is not registered, please follow steps mentioned in point 5 above.

- If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

-Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

-Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

-If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

-Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box
- Now, you will have to click on “Login” button
- After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
- Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- Upon confirmation, the message “Vote cast successfully” will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders:**

a. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board

Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com).

### **Step 3: Cast your vote electronically on CDSL e-Voting system:**

#### **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 and joining virtual meetings **for Physical shareholders and shareholders other than individual holding in Demat form.**

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

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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 Depository Participant are requested to

	use the sequence number sent by RTA or contact RTA.
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- After entering these details appropriately, click on “SUBMIT” tab.
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant Pace Automation Limited on which you choose to vote.
- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- Alternatively, non-individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at their email address, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- For Physical shareholders- please provide necessary details like Folio No., Name of Shareholder, scanned copy of the Share Certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhaar Card) by email to [support@purvashare.com](mailto:support@purvashare.com) or [evoting@purvashare.com](mailto:evoting@purvashare.com)
- For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting

18. 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](mailto:evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

19. 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](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

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

**EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

The following Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out all the material facts relating to the items of special business mentioned in this Postal Ballot Notice dated November 27, 2024:

**ITEM NO: 1**

The present Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) consisting of 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each.

The company is planning to increase its Authorized share capital to Rs. 40,00,00,000/- (Rupees Forty Crores Only) consisting of 4,00,00,000 (Four Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each for business expansion and aims to raise additional funds by issuing new shares to investors.

This capital infusion provides the financial resources needed for launching new projects, acquiring advanced technology, entering new markets, or scaling existing operations. Expanding the capital base through equity funding is often preferred over debt, as it reduces financial risk and improves the company's balance sheet. Moreover, it attracts investors who believe in the company's growth potential, enabling long-term sustainability and strengthening the overall financial structure to support strategic expansion goals.

The Authorised Share Capital as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association ("**MOA**") of the Company as set out in Item No. 1 of the Notice. After the approval of members the Authorised Share Capital of the Company will be as per the table mentioned below

<b>Clause No</b>	<b>Existing Clause (Present Capital)</b>	<b>Proposed Clause (Proposed Capital)</b>
V	The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs Only) Equity Shares of Rs.10/- each	The Authorised Share Capital of the Company is Rs. 40,00,00,000/- (Rupees Forty Crores Only) divided into 4,00,00,000 (Four Crores Only) Equity Shares of Rs.10/- each

None of the Promoters/Directors / Key Managerial Personnel of the company and their relatives is in any way concerned or interested, financially or otherwise in the resolution. The Board recommends the passing of Ordinary Resolution set out at Item no. 1 of the Postal Ballot Notice for approval by the members of the Company.

**ITEM NO: 2**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 27<sup>th</sup> November 2024 has approved the increase in remuneration payable to Mr. Joju Madathumpady Johny, subject to approval of the shareholders. Considering his rich experience and knowledge, the Board thought it fit to increase his remuneration on terms as detailed here under:

**Particulars Remuneration**

Basic Salary	Rs. 500000 /- per month
Other Allowance - Medical & other	Rs. 500000 /- per Month
Reimbursements	Nil
Annual Increment	10%
Other Perquisites In addition to the above salary	Nil
Retirement Benefit	Nil
Leave Entitlement	Nil
Remuneration in excess of limits	Nil
Total	Rs. 1000000/- 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 2023-2024, the Company made a turnover of Rs. 746.41 Lakhs and Profit of Rs. 213.78 Lakhs 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. 5,00,000/- per month
3	Recognition or awards	Nil
4	Job profile and his suitability	Mr. Joju Madathumpady Johny is presently holding the position of Managing Director of the Company. The Company is utilizing his knowledge and experience which he acquired from more than 10 Years of his experience in NBFC activities and other related matters.
5	Remuneration proposed	Rs. 10,00,000/- per month
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Joju Madathumpady Johny is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its activities.
7	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr Johny Madathumpady Lonappan-Father

III. Other Information:

1	Reasons of loss or inadequate profits	During the financial year ending March 31, 2024, 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 2024-2025, Company expects more than 25%-50% increase in turnover and corresponding increase in profit also.

Except, Mr. Joju Madathumpady Johny and Mr. Johny Madathumpady Lonappan none of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or

interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any set out as item No. 2 of the accompanying Notice.

The Board of Directors of the Company recommends the resolutions set-out at Item No. 2 for approval of the Members as Special Resolution.

**ITEM NO: 3**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 27<sup>th</sup> November 2024 has approved the increase in remuneration payable to Mr. Johny Madathumpady Lonappan, subject to approval of the shareholders.

Considering his 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 increase his remuneration on terms as detailed here under:

**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	Rs. 500000/- 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 2023-2024, the Company made a turnover of Rs. 746.41 Lakhs and Profit of Rs. 213.78 Lakhs after tax.

5	Foreign Investments or collaborations, if any	Nil
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II. Information about the appointee:

1	Background details	More than 40 Years of experience in in Administration and Banking field.
2	Past remuneration	Rs. 2,50,000/- per month
3	Recognition or awards	Nil
4	Job profile and his suitability	He is presently holding the position of Chairman & Whole-time Director of the Company. The Company is utilizing his knowledge and experience which he acquired from more than 40 Years of his experience including NBFC activities and other related matters.
5	Remuneration proposed	Rs. 5,00,000/- per month
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Johny Madathumpady Lonappan is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its activities.
7	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	As on 31.10.2024, Mr.Johny Madathumpady Lonappan is holding 18,52,560 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, 2024, 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 2024-2025, Company expects more than 25%-50%

	increase in turnover and corresponding increase in profit also.
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Except, Mr. Johnny Madathumpady Lonappan and Mr. Joju Madathumpady Johnny none of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company, if any set out as item No. 3 of the accompanying Notice.

The Board of Directors of the Company recommends the resolutions set-out at Item No. 3 for approval of the Members as Special Resolution.

**By order of the Board  
For JMJ FINTECH LIMITED**

**Sd/-  
VIDYA DAMODARAN**  
COMPANY SECRETARY AND COMPLIANCE OFFICER  
MEMBERSHIP NO: A69509

Place: Coimbatore  
Date:27.11.2024