



JMJ FINTECH LIMITED

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

CIN: L51102TZ1982PLC029253

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

POLICY FOR ORDERLY SUCCESSION OF APPOINTMENTS

(Revised and approved by Board of Directors on 11th February 2026)

1. Preamble

This Policy is framed pursuant to:

- Regulation 17(4) read with Schedule II (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by Securities and Exchange Board of India
- Applicable provisions of the Companies Act, 2013
- Corporate governance expectations for listed entities

The Board of Directors of JMJ Fintech Limited ("Company") has adopted this Policy to ensure orderly succession to the Board and Senior Management.

2. Objective

- To ensure continuity of leadership and management
- To avoid disruption in operations due to sudden or planned vacancies
- To align succession planning with the Company's long-term strategy
- To comply with SEBI LODR requirements on governance

3. Scope and Applicability

This Policy shall apply to succession planning for:

(a) Board of Directors

- Managing Director / CEO
- Whole-time Directors
- Independent Directors

(b) Senior Management

(As defined under SEBI LODR – i.e., personnel of the Company who are members of its core management team, excluding Board of Directors, and including all members one level below the CEO/MD)

4. Regulatory Framework

In terms of SEBI LODR:

- Regulation 17(4) mandates that the Board shall satisfy itself that plans are in place for orderly succession for appointments to the Board and senior management.



A BSE Listed Non-Banking Financial Company

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- Schedule II (Part D) requires the Nomination & Remuneration Committee (NRC) to devise a policy on Board diversity and succession planning.

5. Succession Planning – Board of Directors

5.1 Role of Nomination & Remuneration Committee (NRC)

The NRC shall:

- Identify and recommend suitable candidates for Board positions
- Ensure:
 - Appropriate skills, experience and diversity
 - Compliance with independence criteria
- Maintain a panel/database of potential candidates

5.2 Succession for Managing Director / CEO

- The NRC shall:
 - Evaluate internal and external candidates
 - Recommend suitable candidates to the Board
- Succession planning shall be undertaken well in advance of vacancy
- Appointment shall be subject to:
 - Board approval, or
 - Shareholder approval, or
 - Regulatory approvals (if applicable)

5.3 Independent Directors

- Ensure:
 - Adequate number of independent directors at all times
 - Timely replacement before expiry of tenure
- Maintain a pipeline of eligible independent directors

6. Succession Planning – Senior Management

6.1 Identification of Critical Roles

The Company shall:

- Identify key senior management positions



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- Maintain a succession plan for each critical role

6.2 Development of Internal Talent

- Identify high-potential employees
- Provide:
 - Training and leadership development
 - Role rotation and exposure

6.3 External Recruitment

- Where internal candidates are not suitable, the Company may:
 - Engage external recruitment agencies
 - Identify candidates from industry

7. Emergency Succession Plan

In case of sudden vacancy due to:

- Resignation
- Removal
- Death
- Incapacity

The Board / NRC shall:

- Appoint an interim replacement immediately
- Initiate a formal selection process within a reasonable time

8. Roles and Responsibilities

8.1 Board of Directors

- Ensure that succession plans are in place
- Review succession planning periodically

8.2 Nomination & Remuneration Committee

- Devise and review succession policy
- Recommend appointments to Board and Senior Management
- Ensure alignment with Board diversity requirements

8.3 Human Resources Function



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- Maintain talent pool
 - Implement development initiatives
 - Support NRC in succession planning

9. Board Diversity (linked requirement)

The Company shall ensure that succession planning aligns with:

- Diversity of:
 - Skills
 - Experience
 - Gender
 - Industry background

10. Review and Monitoring

- The NRC shall review the succession plan periodically (at least annually)
- The Board shall satisfy itself that:
 - Adequate succession plans are in place
 - Risks relating to leadership gaps are mitigated

11. Disclosure

- This Policy shall be:
 - Placed on the Company's website
 - Disclosed as part of Corporate Governance Report (as applicable)

12. Amendment

Any amendment to this Policy shall be approved by the Board based on:

- Changes in SEBI LODR Regulations
- Business requirements

13. Effective Date

This Policy shall come into effect from the date of approval by the Board of Directors.

For JMJ Fintech Limited

Sd/-

Managing Director



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