



A BSE Listed Non-Banking Financial Company

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 on Materiality of Related Party Transactions

(Pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

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

1. Objective

This Policy is framed in compliance with the requirements of Regulation 23 of SEBI (LODR) Regulations, 2015, to:

- Ensure proper approval and reporting of Related Party Transactions (RPTs)
- Define materiality thresholds for RPTs
- Ensure that all RPTs are conducted in a transparent and arm's length manner
- Protect the interests of minority shareholders

2. Definitions

Unless the context otherwise requires:

- **"Related Party"** shall have the meaning as defined under:
 - SEBI (LODR) Regulations, 2015
 - Section 2(76) of the Companies Act, 2013
- **"Related Party Transaction (RPT)"** shall mean any transaction involving transfer of resources, services, or obligations between the Company and a Related Party, regardless of whether a price is charged.
- **"Material Related Party Transaction"** shall mean a transaction exceeding the thresholds specified under Clause 6 of this Policy.
- **"Arm's Length Transaction"** means a transaction conducted as if between two unrelated parties, so that there is no conflict of interest.
- **"Ordinary Course of Business"** means transactions that are normal, usual, and integral to the business of the Company.

3. Policy Framework

All Related Party Transactions shall:

- Be undertaken in the ordinary course of business
- Be conducted on an arm's length basis
- Comply with:



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- Section 188 of the Companies Act, 2013
- SEBI (LODR) Regulations
- Applicable RBI guidelines (for NBFCs)

Any transaction not meeting the above conditions shall require necessary approvals under applicable laws.

4. Approval of Related Party Transactions

4.1 Audit Committee Approval

- All RPTs and material modifications shall require prior approval of the Audit Committee
- Only members of the Audit Committee who are independent directors shall approve RPTs

4.2 Definition of Material Modification

A modification shall be considered material if:

- Increase exceeds:
 - 25% of the originally approved value (where original value \leq ₹10 crore), or
 - 10% of the originally approved value (in other cases)

5. Omnibus Approval

The Audit Committee may grant omnibus approval for repetitive RPTs subject to:

- Criteria laid down under SEBI LODR and Companies Act
- Maximum validity of one financial year
- Periodic review by the Audit Committee

6. Materiality Thresholds

A Related Party Transaction shall be considered material if:

- Exceeds ₹25 crore OR
- 10% of annual consolidated turnover, whichever is lower

7. Approval of Material RPTs

- All Material RPTs shall require:
 - Prior approval of shareholders
- Related parties shall:
 - Not vote on such resolutions



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8. Disclosure and Reporting

The Company shall:

- Disclose RPTs in:
 - Financial statements
 - Board's Report
 - Stock exchange filings
- Submit disclosures to stock exchanges:
 - Half-yearly as per SEBI LODR
- Publish this Policy on:
 - Company's website

9. Review and Amendments

- This Policy shall be:
 - Reviewed periodically by the Board of Directors (at least annually)
- Any amendment due to:
 - Changes in law
 - Regulatory updates

Shall be automatically incorporated

10. Interpretation

In case of any conflict:

- SEBI LODR / Companies Act / RBI regulations shall prevail over this Policy

APPROVED

Sd/-

Managing Director