



A BSE Listed Non-Banking Financial Company

JMJ FINTECH LIMITED

CIN: L51102TZ1982PLC029253

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

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

17.02.2026

To,
Department of Corporate Services
Bombay Stock Exchange Limited
Phiroze Jee Jee Bhoy Towers
Dalal Street Mumbai - 400 001.

Scrip Code: 538834

Subject: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot

Dear Sir,

This is in furtherance to the outcome of Board Meeting held on 11th February, 2026 intimating the decision of the Board of Directors to seek the approval of the shareholders vide postal ballot for Approval of material related party transaction, detailed in notice of postal ballot enclosed herewith.

In this regard, the Postal Ballot Notice dated 11th February, 2026 will be dispatched to the shareholders who have registered their e-mail address with the Company/Depository/Registrar and Transfer Agent of the Company viz., PURVA Sharegistry (India) Private Limited and whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 13th February, 2026. The Copy of the postal ballot notice is enclosed.

The e-voting period in respect of the Postal Ballot is as follows:

Commencement Day, Date and Time: Thursday, February 19, 2026 at 09:00 A.M IST

Conclusion Day, Date and Time: Friday, March 20, 2026 at 05:00 P.M IST

Please note that results for the postal ballot will be declared on or before Monday, March 23, 2026. The results shall also be made available on the website of the Company besides being communicated to the stock exchange.





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The public notice with respect to Postal Ballot in terms of the applicable provisions under the Companies Act, 2013 read with rules made thereunder will be published and necessary intimation in this regard shall be made to the stock exchange in due course.

Kindly take the above information on records.

Thanking you,

Yours Faithfully

**On Behalf of the Board
For JMJ Fintech Limited**

**VIDYA
DAMODARAN**

Digitally signed by VIDYA
DAMODARAN
Date: 2026.02.17 12:57:38 +05'30'

**Vidya Damodaran
Company Secretary & Compliance Officer
Membership No. A69509**





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NOTICE OF POSTAL BALLOT

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

**To,
The Members,**

Notice is hereby given that pursuant to Section 108 and Section 110 of the Companies Act, 2013 ('the Act'), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') and all other applicable provisions of the Act and the Rules (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) read together with the General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 10/2021 dated 23rd June 2021, 03/2022 dated 5th May 2022, 09/2023 dated 25th September 2023 and 09/2024 dated 19th September 2024, No.03/2025 dated 22nd September 2025 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "the MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with all other applicable provisions under the said Regulations and circulars, notifications and rules issued thereunder by the Securities and Exchange Board of India (SEBI) (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), the Secretarial Standards-2 ('SS-2') issued by the Institute of Company Secretaries of India 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 Ordinary Resolution as set out hereunder is proposed for approval of the Members of **JMJ FINTECH LIMITED** ('the Company'), through postal ballot by way of remote electronic voting (remote e-voting) process only. The Ordinary Resolution set out in this Notice is proposed to be considered by the Members and passed by the means of Postal Ballot through remote e-voting (voting electronically only) using the platform provided by **Purva Shareregistry (India) Private Limited**.

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION UNDER REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015

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

“RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby granted for entering into and/ or carrying out and/ or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier/ arrangements/ transactions or as fresh and independent transaction(s) or otherwise (whether individually or series of transaction(s) taken together or otherwise), with JMJ Finance Limited , a related party of the Company as per the details set out in the explanatory statement annexed to this Notice whether taken individually or aggregate value of all these transactions of Rs. 10,00,00,000/- (Rupees Ten Crore Only), on an arm’s length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof authorized by the Board) be and is hereby authorized to negotiate/finalize the terms and conditions and execute all necessary agreements, deeds, documents, and writings, and to do all such acts, deeds, matters, and things as may be necessary, expedient, or incidental to give effect to this resolution.”

Date: 11-02-2026
Place: Coimbatore

By order of the Board of Directors
For JMJ Fintech Limited

Sd/-
Johny Madathumpady Lonappan
(DIN: 00017895)
Chairman

Notes forming part of the Notice:

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 **13th February, 2026 (“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:

| | |
|------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|
| Members holding shares in Physical mode | Notice is issued electronically to the Members whose e-mail addresses are available and registered in the records of the RTA. |
| Members holding shares in Demat mode | 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 Notice is also being made available on the website of the Company at <https://jmjfinetechltd.com/> , the website of the BSE Limited (‘BSE’) at <https://www.bseindia.com/> . No physical copy of Postal Ballot Notice will be issued even if a member requests for the same.

5. 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.

6. The Board of Directors at their meeting held on 11th February, 2026 have engaged the services of Purva Sharegistry (India) Private Limited. for providing remote e-voting facility in this postal ballot.
7. The Board of Directors at their meeting held on 11th February, 2026 have appointed **Mr. S. Vasudevan, Partner of M/s. Lakshmmi Subramaniam & Associates, Practicing Company Secretaries, Chennai, 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.

8. Remote e-voting timeline:

The remote e-voting period for casting votes in respect of the business set out in this notice are listed herein below:

| | |
|---------------------------------|-----------------------------------------------------|
| Commencement of e-voting | Thursday, February 19, 2026 at 09:00 A.M IST |
| Conclusion of e-voting | Friday, March 20, 2026 at 05:00 P.M IST |

9. Remote e-voting shall be disabled and shall not be allowed beyond 05:00 P.M (IST) on 20th March 2026. Members are requested to cast their votes on or before the said date and time in order to consider the votes as valid. Votes cast beyond the stipulated time period shall be considered invalid.
10. The resolutions as stated in the Notice, if approved by the Members with requisite majority shall be deemed to have been passed as on the last date for remote e-voting i.e. 20th March 2026.
11. The Scrutinizer shall, consequent to the completion of the voting period, scrutinize the votes cast and shall submit their report to the Chairman of the Company and results in connection with the voting shall be declared by the Chairman or any other person authorized by the Board of Directors not later than 23rd March, 2026.
12. The results shall be also made available on the website of the Company at <https://jmjfintechltd.com/> . The results shall be also communicated/made available on the website of the Bombay Stock Exchange Limited ('BSE') at <https://www.bseindia.com/> as well as on the website of the e-voting service provider – Purva Sharegistry (India) Private Limited.
13. All documents referred to in the accompanying Notice and the statement under Section 102 of the Act, shall be open for inspection during normal business hours (9.30 A.M. to 5.30 P.M.) on all working days until the last date specified for casting votes through remote e-voting i.e. 20th March 2026.

14. 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 the Company/ RTA.

15. PURVA E-VOTING SYSTEM - FOR REMOTE E-VOTING THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

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

- The voting period begins on Thursday, February 19, 2026 at 09:00 A.M IST and ends on Friday, March 20, 2026 at 05:00 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) of 13th February, 2026 may cast their vote electronically.
- Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote 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.

(iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

| <u>Type of shareholders</u> | <u>Login Method</u> |
|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <p>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.</p> <p>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 able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 www.cdslindia.com and click on login & 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 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 Shareholders holding securities in demat mode with NSDL Depository | <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.nsdl.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</p> |

will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

3) 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. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store  Google Play



5) For OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)

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 website for casting your vote during the remote e-Voting period.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

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

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

| Login type | Helpdesk details |
|---------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual Shareholders 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 Shareholders 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.com or call at : 022 - 4886 7000 and 022 - 2499 7000 |

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

- (i) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**
 - 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
 - 2) Click on “Shareholder/Member” module.
 - 3) Now enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter EVENT Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVENT is 8 then user ID is 8001***
 - 4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 5) If you are a first-time user follow the steps given below:

| | For Shareholders holding shares in Demat Form other than individual and Physical Form |
|----------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> 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 (DOB) | 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. <ul style="list-style-type: none"> 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 (v). |

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) Shareholders holding shares in physical form will then directly reach the Company selection screen.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- (v) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (vi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(ix) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.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.
- 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 the email address viz; investor@jmj fintechltd.com (designated email address by company), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. 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 Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-35220056.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

EXPLANATORY STATEMENT

(As required by Section 102 of the Companies Act, 2013)

Item no.1

As per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions require the approval of shareholders through an Ordinary Resolution. A transaction is considered material if it exceeds the thresholds defined in the Company's Policy on Related Party Transactions and Schedule XII of the Regulations.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on 11th February, 2026, reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Accordingly, Item No. 1 is proposed for member approval. In line with SEBI regulations, no related party shall vote to approve this resolution.

In terms of SEBI Circular dated June 26, 2025 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), which is effective from September 01, 2025, the explanatory statement contained in this Notice provides the required information:

Pursuant to the SEBI Circular dated June 26, 2025, the Minimum Information relating to the proposed related party transaction(s) is provided as under:

| SN | Particulars of the information | Information provided by the Management |
|--------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|
| A. Details of the related party and transactions with the related party | | |
| A(1) Basic details of the Related Party Transaction | | |
| SN | Particulars of the information | Information provided by the Management |
| 1 | Name of the related party | JMJ Finance Limited ("JFL") |
| 2 | Country of incorporation of the related party | India |
| 3 | Nature of business of the related party | Non-Banking Financial Company |
| A(2) Relationship and ownership of the related party | | |
| 1 | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following: | Management of both the entities comprises certain common/related individuals. |

| | | |
|-------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|
| | a) Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. | Nil |
| | b) Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). | Not Applicable |
| | c) Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered. | Nil |
| A(3) | Details of previous transactions with the related party | |
| 1 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. | The Company has taken loan for an amount of Rs. 2,00,00,000/- (Rupees two crores only) from the related party during the financial year 2024-25. |
| 2 | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. | Nil |
| 3 | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement | No |

| | | |
|-------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------|
| | entered into with the listed entity or its subsidiary during the last three financial years. | |
| A(4) | Amount of the proposed transactions | |
| 1 | Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders. | Rs.10,00,00,000/- (Rupees ten crore only) |
| 2 | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT? | Yes |
| 3 | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year | 58.32% of the annual turnover for the Financial Year 2024-25 |
| 4 | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction) | Not Applicable |
| 5 | Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. | 23.23% of the annual turnover for the Financial Year 2024-25 |
| 6 | Financial performance of the related party for the immediately preceding financial year (FY 2024-25) (Rs.in Crores) | Details of JFL on standalone basis: Net profit: Rs.3.06 Crore Networth: Rs.32.24 Crore Turnover: Rs.43.03 Crore |

| A(5) | Basic details of the proposed transaction | |
|------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Specific type of the proposed transaction | Loan to related party |
| 2 | Details of each type of the proposed transaction | At arms' length |
| 3 | Tenure of the proposed transaction (tenure in number of years or months to be specified) | F.Y.2025-26 and F.Y.2026-27 |
| 4 | Whether omnibus approval is being sought? | Yes |
| 5 | Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise. | Rs.10,00,00,000 (Rupees ten crore only) |
| 6 | Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity | The proposed secured loan to the related NBFC is in the ordinary course of the Company's lending business and on arm's length terms, with adequate security and risk-based pricing as per the credit policy. The transaction enables efficient deployment of funds, generates stable interest income, and supports portfolio growth, thereby serving the commercial interest of the Company and its shareholders. |
| 7 | Details of the promoter(s)/ director(s)/ key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. | |
| | a. Name of the director / KMP | Johny Madathumpady Lonappan (Chairman) Joju Madathumpady Johny (Director) Shiny Joju (Wife of Director) |
| | b. Shareholding of the director / KMP, whether direct or indirect, in the related party | Johny Madathumpady Lonappan (Chairman)- 23.07% Joju Madathumpady Johny (Director)- 0.10% Shiny Joju (Wife of Director)- 0.10% |
| 8 | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee. | Not Applicable |
| 9 | Other information relevant for decision making. | None |

Except for Mr. Johny Madathumpady Lonappan (Chairman), Mr. Joju Madathumpady Johny (Managing Director) and Mrs. Shiny Joju, (Wife of Managing Director) none of the Directors, Key Managerial Personnel, or their relatives are concerned or interested in these resolutions.

The Board recommends the Ordinary resolution set forth at Item No. 1 for the approval of the Members.

Date: 11-02-2026
Place:Coimbatore

By order of the Board of Directors
For JMJ Fintech Limited

Sd/-
Johny Madathumpady Lonappan
(DIN: 00017895)
Chairman