



## **JMJ FINANCE LIMITED**

(U65910KL1996PLC010270)

Regd Office: Door No. 25/469/23, 3rd Floor, Pooma Complex,  
Naduvilal Junction, M G Road, Thrissur, Kerala- 680001

Phone: 0487-2428175, Email: [jmj@jmjfinance.com](mailto:jmj@jmjfinance.com), Website: [www.jmjfinance.com](http://www.jmjfinance.com)

### **NOTICE**

NOTICE is hereby given that an **Extraordinary General Meeting** of the members of **JMJ FINANCE LIMITED** will be held on 24<sup>th</sup> January, 2025 (Friday) at 11:30 A.M. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) to transact the following businesses -

#### **SPECIAL BUSINESSES**

**1. Re-Appointment of Shri. Shaji Devassykutty Thaivalappil, as Whole-Time Director (WTD).**  
To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and subject to such other approval, as may be necessary, approval of the Members of the Company, be and is hereby accorded to the re-appointment of Shri. Shaji Devassykutty Thaivalappil (DIN: 08043511) as Whole Time Director for a period of 12 months with effect from 3<sup>rd</sup> October, 2024 on a salary as may be agreed by the Nomination and Remuneration Committee/ Board of Directors from time to time.

**RESOLVED FURTHER THAT** in the event of there being loss or inadequacy of profits for any financial year, the remuneration payable to Shri. Shaji Devassykutty Thaivalappil (DIN: 08043511) shall be within the limit of the provisions of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).



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**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

**2. Approval for Issuance of Secured Redeemable Non-convertible Debentures on private placement**

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession to earlier resolutions passed by the members in this regard and pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and applicable circular/directions issued by Reserve Bank of India (RBI) from time to time and subject to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee thereof which the Board may have constituted / reconstituted or hereinafter constitute / reconstitute to exercise its powers including the powers conferred by this resolution) to offer or invite subscriptions for Secured Redeemable Non-Convertible Debentures (NCD), in one or more series or tranches, of aggregate amount (total face value) not exceeding Rs.50,00,00,000/- (Rupees Fifty Crore only) on private placement, from such persons, with the consent being valid for a period one year from the date hereof, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and beneficial to the Company, subject to applicable laws, rules and directions issued by Government, in this regard;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board) be and is hereby authorised to create charge (in addition to any other hypothecation, pledge, lien, mortgage, charges created / to be created by the Company), in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on the



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moveable/immovable properties, tangible or intangible assets of the Company, both present and future and the whole or substantially the whole of the undertakings or any of the properties of the Company whosoever situated, in favour of debenture holders) to secure any issue of Non- convertible Debentures not exceeding the above limit, in terms of the debenture trust deed and other documents, in this connection.”

**By Order of the Board of Directors**

**For JMJ FINANCE LIMITED**

Sd/-

Place: Thrissur

Date: 27/12/2024

**Shaji Devassykutty Thaivalappil**

**(DIN: 08043511)**

**Wholetime Director**



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**NOTES:**

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated April 08, 2020; No. 17/2020 dated April 13, 2020; No. 20/2020 dated May 05, 2020; No. 02/2021 dated January 13, 2021; No. 03/2022 dated May 05, 2022; No. 10/2022 dated December 28, 2022; No. 09/2023 dated September 25, 2023 and No. 09/2024 dated September 19, 2024 ("MCA Circulars"), has permitted to hold Annual General Meeting ("AGM") and Extra-Ordinary General Meeting ("EGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the EGM of the Company is being held through Video conferencing (VC) /Other Audio-Visual Means (OAVM), which does not require physical presence of members at a common venue.
2. Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per section 103 of the Companies Act, 2013 ("the Act").
3. As the EGM is held through VC/OAVM in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
4. The link for attending the meeting will be provided to members 2 days before the meeting by email and/or other electronic modes. If not received, kindly contact the Company through [cs@jmjfinance.com](mailto:cs@jmjfinance.com) or Mob. No. 8111886874. Non-members shall not have right to access the link or attend the meeting.
5. Members are requested to contact the Company, in case of any doubts/clarifications.
6. Members who have not registered their email ID and updated contact number with the Company are requested to register the same at the earliest by contacting Share department at Head Office.
7. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM.
8. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the EGM.



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9. Members are requested to: (a) intimate changes, if any, in their registered addresses to the Company/Registrar and Share Transfer Agent ('RTA') in case of shares held in physical form and to their respective Depository Participant (DP) for the shares held in dematerialized form, (b) quote ledger folio number in all their correspondence.
10. Members will not be distributed any gift, compliments or kind of such nature before or after the EGM.
11. An explanatory statement pursuant to Section 102 of the companies act 2013 relating to the special business is annexed.
12. The members holding physical shares (in share certificate format) who prefer to receive notice and Annual Report only by e-mail in future may register their email by submitting duly filled-in format to the Company (Annexure to Notice). However, in case of shareholders holding shares in demat form; email shall be registered with respective DP, and not with the Company.
13. Members who hold shares in physical form may nominate a person by submitting to the Company, prescribed format Form No.SH-13 (Annexure to Notice) for nomination and the shares held by member shall vest in the nominee mentioned in said form, in the event of death of the member. However, in case of shares held in demat form, the shareholders are requested to contact the DP for the procedure for nomination.
14. Any changes in particulars registered in DP account (by holders of dematerialised securities) shall be intimated to the Depository Participants.
15. Soft copy of notice is being sent through electronic mode to those members who have registered their email id with the Company/ Depository (DP). The physical copy of notice and annexures will be sent to members who have not registered their email ids with the Company. Members may note that notice of the EGM will also be hosted on the website ([www.jmjfinance.com](http://www.jmjfinance.com)) .
16. The members are requested to use stable Wi-Fi or LAN connection or other efficient internet connectivity arrangements to attend the meeting in uninterrupted manner and without any technical glitches.
17. Additional information relating to the meeting has been incorporated in the explanatory statement.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special businesses**

**Item No. 1**

Based on the recommendation of the Nomination & Remuneration Committee, the Board at its meeting held on 3<sup>rd</sup> October, 2024, approved the re-appointment of Shri. Shaji Devassykutty Thaivalappil (DIN: 08043511) as Whole Time Director and KMP of the Company for a period of 12 months with effect from 3<sup>rd</sup> October, 2024, subject to approval of shareholders at the ensuing General Meeting.

Pursuant to Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013, (the Act) the Companies (Appointment and Qualification of Directors), Rules, 2014, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Shri. Shaji Devassykutty Thaivalappil (DIN: 08043511) requires approval of the Members by way of resolution.

The terms and conditions of his service, including remuneration, may be varied, altered, increased, enhanced or widened from time to time by the Board based on the recommendation of the Nomination & Remuneration Committee and without seeking further approval of the shareholders of the Company within the maximum amount payable to the Director in accordance with the Act and Schedule V thereto.

The Board of Directors of the Company, therefore, recommends passing of the resolution as set out in Item No. 1 of the Notice above by way of ordinary resolution.

Except Shri. Shaji Devassykutty Thaivalappil (DIN: 08043511), none of the Directors or their relatives are concerned or interested in the resolution set out at item No. 1 of the accompanying notice.

<b>Name</b>	Shaji Devassykutty Thaivalappil
<b>DIN:</b>	08043511
<b>Date Of Birth/Age</b>	20/05/1984/ 40 Years
<b>Qualification</b>	Graduation
<b>Date of First Appointment on the Board</b>	01-01-2018
<b>Experience</b>	Experience in Chit/Kuri Companies for more than 9 Years. More Than 9 Years of

	Experience in Credit Management and Related Activities in NBFC
<b>Terms and Conditions of Appointment</b>	Wholetime Director
<b>Current remuneration (last drawn remuneration)</b>	Rs. 55,000/- (Rupees Fifty-Five Thousand Only) per month.
<b>Shareholding in the Company</b>	As on December 27, 2024, the appointee holds 76,200 Equity shares in the company.
<b>Relationship with other Directors, Manager and other Key Managerial Personnel (KMP) of the Company</b>	Nil
<b>Number of Meetings of the Board attended during the year 2023-2024</b>	10
<b>Directorship held in other companies as on date</b>	1. JMJ NIDHI LIMITED 2. JMJ PLUS KURIES LIMITED
<b>Chairmanship/Membership of the committees of the Board of Directors of other companies as on 31.03.2024</b>	As on date, the Appointee does not hold Chairmanship/Membership of the committees of the Board of Directors of other companies.

## **Item No. 2**

Number of Debentures proposed to be issued: 50,000

Face value per debenture: Rs. 10,000/-

Amount proposed to be raised: Rs. 50,00,00,000/-

As per the provisions of Section 42, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company offering or making an invitation to subscribe to Non-Convertible Debentures (“NCD”) on a private placement basis is required to obtain the prior approval of the Shareholders by way of a Special Resolution, which can be obtained once a year for all the offers and invitations for such NCDs during the year.

The approval of the Members is being sought by way of a Special Resolution under Section 42 and other applicable provisions, if any, of the Act read with the Rules made thereunder, to enable the Company to offer or invite subscriptions for the NCDs issued on private placement basis and to create charge on the assets of the Company to secure the issue of NCD’s. The issue of NCDs shall be as per the applicable guidelines issued by the Reserve Bank of India in this regard.

The disclosures required pursuant to Rule 14 of the Companies (Prospectus and

Allotment of Securities) Rules, 2014 are set out here in below:

- a. **Particulars of the offer including date of passing of board resolution:**  
This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee and/or officers duly authorized by the Board of Directors thereof), from time to time;
- b. **Kinds of securities offered and price at which security is being offered:**  
This special resolution is restricted to the private placement issuance of non-convertible debentures by the Company which will be secured, redeemable, unrated, unlisted with the terms of each issuance being determined by the Board of Directors (including any committee and/or officers duly authorized by the Board of Directors thereof), from time to time, for each issuance;
- c. **Basis or justification for the price (including premium, if any) at which offer or invitation is being made:**  
Not applicable;
- d. **Name and address of valuer who performed valuation:**  
Not applicable;
- e. **Amount which the company intends to raise by way of such securities:**  
As may be determined by the Board of Directors from time to time but subject to the limits approved under Section 42 of the Companies Act, 2013, amount aggregating upto Rs. 50,00,00,000/- (Rupees Fifty Cores only) in one or more tranches;
- f. **Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities:**  
This special resolution is being passed in terms of the third proviso to Rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014 for the issuance of NCDs, from time to time, for the period of 1 (one) year from the date hereof and accordingly this question is not applicable at present. The particulars of each offer shall be determined by the Board of Directors (including any committee and/or officers, duly authorized by the Board of Directors thereof), from time to time.



Your Directors recommend the resolution for members' approval as a Special Resolution as set out in Item No.2.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.2.

**By Order of the Board of Directors  
For JMJ FINANCE LIMITED**

Place: Thrissur  
Date: 27/12/2024

**Sd/-  
Shaji Devassykutty Thaivalappil  
(DIN: 08043511)  
Wholetime Director**

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## REGISTRATION FOR NOTICE & ANNUAL REPORT BY E-MAIL

To,

The Company Secretary

JMJ Finance Limited

Door No. 25/469/23,3rd Floor, Pooma Complex,

Naduvilal Junction, M G Road, Thrissur, Kerala- 680001

I am holding shares in physical format (Share Certificate mode). I hereby request the Company to register my e-mail address given below and give consent for the Company to dispatch notices of general meetings and Annual Reports in electronic form/email only.

Name : 

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

PhoneNo:

Folio No.: 

--	--	--	--

Email ID : 


This email id shall continue to be my registered email ID till I formally intimate another email id/ cancel my email registration to the Company.

Kindly register my above mentioned email id in your records.

Signature of First registered holder:

Name:

Date:.....

Place:.....

NB:

1. This form is intended shareholders holding shares in physical mode (Share Certificate). Shareholders holding shares in demat mode are requested to give their email id to their DP/ Demat provider.
2. In case of joint shareholding, the format shall be signed by joint shareholders.
3. Incomplete forms will be rejected without notice.

Date: .....

**Form No. SH-13  
NOMINATION FORM**

**(Form for nominating persons in whom rights relating to securities/shares shall vest in the event of death of shareholder(s))**

*[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]*

To  
**JMJ FINANCE LIMITED**  
 Door No. 25/469/23,3rd Floor, Pooma Complex,  
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 Tel:0487-2388175

I/We ..... the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

**(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)**

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.	
				From	To

**(2) PARTICULARS OF NOMINEE/S —**

Name		Date of Birth	DD/MM/YYYY
Father's/Mother's/ Spouse's name		Occupation	
Address		Nationality	
PIN Code			
Relationship with the security holder		Phone No.	
E-mail id		Mobile No.	
Signature of Nominee		IT PAN /Others	

**(3) IN CASE NOMINEE IS A MINOR—**

Name		Date of Birth	DD/MM/YYYY
Name of guardian:		Date of attaining majority	DD/MM/YYYY
Address of guardian		Relationship with Minor	

Name of Security Holder(s)	Signature
1.	
2.	
3.	

Witness	Signature
Name:	
Address:	

Date:

Place:

**Please fill this Nomination form in Duplicate after carefully reading the instructions given below:**

1. A nomination is a written mandate given by a shareholder to a company describing a particular person, to whom the shares held in the company shall vest in the event of death of the shareholder/ all joint holders. The Nomination can be made by individuals only holding shares singly or jointly. Non-individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder cannot nominate.
2. Shareholders holding shares in dematerialized mode, nomination is required to be filled with the Depository Participants (DPs) in their prescribed form.
3. The nominee shall not be a Trust, Society, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and power of attorney holder.
4. The shareholder [s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
5. As per section 72 of Companies Act 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
6. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders (joint holder).
7. The nomination form filled in "duplicate" should be lodged with the Company. One copy of the nomination form will be returned to the shareholder after registering the nomination. The registration number allotted will be furnished in the said form.
8. The shareholder[s] can Cancellation or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form).
9. Nomination stands cancelled whenever the shares in the given folio are transferred /dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
10. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore the date of execution on the Nomination Form should match with the date of witness, witnessing the document.
11. A copy of photo identity proof (like PAN/Passport) of nominee is required.

**FOR OFFICE USE ONLY**

Nomination Registration No.	Date of Registration	Signature of Employee with Code No.