

JM FINANCIAL LIMITED

CIN: L67120MH1986PLC038784

Registered Office: 7th Floor, Energy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025

Tel.: +91 22 6630 3030 Fax: +91 22 6630 3223 Website: www.jmfl.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the applicable rules]

NOTICE is hereby given pursuant to and in compliance with Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), including any statutory modifications and/or re-enactments thereof for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the “**MCA**”) for holding the general meetings/conducting postal ballot process through remote e-voting vide General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 and No. 10/2021 dated June 23, 2021 (the “**MCA Circulars**”), and subject to such other applicable laws and regulations, that the following resolutions are proposed to be passed by JM Financial Limited (the “**Company**”) for seeking approval of members through postal ballot process by voting through electronic means i.e., “**remote e-voting**”.

SPECIAL BUSINESS

1. To approve the appointment of BSR & Co. LLP, Chartered Accountants (Firm registration no. 101248W/W-100022), Mumbai, as the statutory auditors 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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modifications and/or re-enactments thereof, for the time being in force, the consent of the members of the Company be and is hereby accorded for appointment of BSR & Co. LLP, Chartered Accountants (Firm registration no. 101248W/W-100022), Mumbai, as the Statutory Auditors of the Company to fill in the casual vacancy caused by the resignation of Deloitte Haskins & Sells LLP, Chartered Accountants (Firm registration no. 117366W/W-100018), Mumbai, as the Statutory Auditors of the Company.”

“**RESOLVED FURTHER THAT** BSR & Co. LLP, Chartered Accountants, Mumbai, shall hold office from date of the passing of this resolution till the conclusion of the Thirty Seventh Annual General Meeting of the Company to be held in the financial year 2022-23 at a remuneration of ₹ 41 lakh (Rupees forty one lakh) (inclusive of limited review fees) plus applicable taxes and re-imbursment of out of pocket expenses, if any, that may be incurred by them in connection with their audit for the financial year 2021-22.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

2. Appointment of Mr. Atul Mehra (DIN: 00095542) as a Director of the Company

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**

“**RESOLVED THAT** Mr. Atul Mehra (DIN: 00095542), who was appointed by the Board of Directors of the Company (the “**Board**”) on September 22, 2021, as an additional director of the Company with effect from October 1, 2021, pursuant to Section 161(1) of the Companies Act, 2013 (the “**Act**”) read with Article 132 of the Articles of Association of the Company and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a director, be and is hereby appointed as a director of the Company.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

3. Appointment of Mr. Atul Mehra (DIN: 00095542) as a Joint 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 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications and/or re-enactments thereof for the time being in force and subject to such other approvals, permissions and sanctions, as may be required and pursuant to the recommendation made by the Nomination and Remuneration Committee and approved by the Board of Directors, the consent of the members be and is hereby accorded for appointment of Mr. Atul Mehra (DIN: 00095542) as a Joint Managing Director of the Company for a period of three (3) years with effect from October 1, 2021 on the terms and conditions including the remuneration as stated in the explanatory statement annexed to the Notice, with authority to the Board of Directors (hereinafter referred to as the “**Board**”, which term shall include any Committee thereof) to alter and vary the terms and conditions of the said appointment PROVIDED HOWEVER THAT the total remuneration by way of salary, allowances, perquisites and performance linked discretionary bonus, shall be in accordance with the applicable provisions of the Act.”

“**RESOLVED FURTHER THAT** in the event, if in any financial year, the Company does not have any profit or has inadequate profits, the Company shall pay to Mr. Mehra, the remuneration as detailed in the explanatory statement annexed to the Notice as the minimum remuneration, subject to the applicable provisions of the Act.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

4. Appointment of Mr. Adi Patel (DIN: 02307863) as a Director of the Company

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**

“**RESOLVED THAT** Mr. Adi Patel (DIN: 02307863), who was appointed by the Board of Directors of the Company (the “**Board**”) on September 22, 2021, as an additional director of the Company with effect from October 1, 2021, pursuant to Section 161(1) of the Companies Act, 2013 (the “**Act**”) read with Article 132 of the Articles of Association of the Company and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a director, be and is hereby appointed as a director of the Company.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

5. Appointment of Mr. Adi Patel (DIN: 02307863) as a Joint 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 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications and/or re-enactments thereof for the time being in force and subject to such other approvals, permissions and sanctions, as may be required and pursuant to the recommendation made by the Nomination and Remuneration Committee and approved by the Board of Directors, the consent of the members be and is hereby accorded for appointment of Mr. Adi Patel (DIN: 02307863) as a Joint Managing Director of the Company for a period of three (3) years with effect from October 1, 2021 on the terms and conditions including the remuneration as stated in the explanatory statement annexed to the Notice, with authority to the Board of Directors (hereinafter referred to as the “**Board**”, which term shall include any Committee thereof) to alter and vary the terms and conditions of the said appointment PROVIDED HOWEVER THAT the total remuneration by way of salary, allowances, perquisites and performance linked discretionary bonus, shall be in accordance with the applicable provisions of the Act.”

“**RESOLVED FURTHER THAT** in the event, if in any financial year, the Company does not have any profit or has inadequate profits, the Company shall pay to Mr. Patel, the remuneration as detailed in the explanatory statement annexed to the Notice as the minimum remuneration, subject to the applicable provisions of the Act.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give full effect to the above resolution and matters connected therewith or incidental thereto.”

By Order of the Board

Prashant Choksi

Group Head - Compliance, Legal
& Company Secretary
Membership No. F 4352

Date: November 9, 2021

Registered Office:

7th Floor, Cnergy, Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025
(CIN: L67120MH1986PLC038784)

NOTES:

1. The statements pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the “**Act**”) read with Section 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”) setting out material facts concerning the resolutions are annexed hereto and forms part of the Notice.
2. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, at its meeting held on October 28, 2021, has appointed Ms. Jayshree S Joshi, Company Secretary (Membership No. FCS 1451), Proprietor of Jayshree Dagli & Associates, Company Secretaries in practice, Mumbai, as the scrutinizer for conducting the postal ballot process in a fair and transparent manner.

In compliance with MCA Circulars, this postal ballot notice is being sent only by electronic mode to those members whose e-mail addresses are registered with their respective depositories participants, the Company or its Registrar and Transfer Agents (the “**RTA**”) i.e. KFin Technologies Private Limited (“**KFinTech**”). Members may please note that the postal ballot notice will also be available on the Company’s website viz., <https://jmfl.com/postal-ballot.html>, website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited viz., www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depository Limited (the “**NSDL**”) viz., www.evoting.nsdl.com.

3. In accordance with the provisions of the MCA Circulars issued in view of the ongoing COVID-19 pandemic requiring social distancing, members can vote only through the remote e-voting process. Accordingly, the Company in compliance with the provisions of Sections 108 and 110 of the Act, the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “**Listing Regulations**”), has provided to its members the facility to exercise their votes electronically and to vote on the resolutions through remote e-voting process and for the said purpose, the Company has engaged the services of NSDL. Members are requested to carefully read the instructions in the Notes under the section “**Procedure and instructions for Voting through remote e-voting**” in the Notice to cast their vote electronically.

The physical copies of the postal ballot notice, postal ballot forms and pre-paid business reply envelopes are not being sent to the members for this postal ballot. Members are requested to provide their assent or dissent through remote e-voting only.

4. Members whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, November 5, 2021**, being the cut-off date, will be considered for the purpose of remote e-voting. A person who is not a member on the said date should treat this notice for information purpose only.
5. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday, November 5, 2021.
6. Members cannot exercise votes by proxy on postal ballot.
7. The remote e-voting period will commence on **Monday, November 15, 2021 (9.00 a.m.)** and end on **Tuesday, December 14, 2021 (5.00 p.m.)** (both the days inclusive). During this period, members holding shares as on cut-off date either in physical form or in dematerialised form may cast their votes electronically. The e-voting module shall be disabled by **Tuesday, December 14, 2021** thereafter. Please note that once the vote on a resolution has been cast, the member cannot change it subsequently.
8. All documents referred to in the Notice and the statement annexed thereto will be available for online inspection on <https://live.jmfl.com/mi/onlineinspection>.
9. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Tuesday, December 14, 2021** i.e., the last date of remote e-voting. Resolutions passed by the members with requisite majority, through postal ballot shall be deemed to have been passed at a general meeting of members convened on that behalf.
10. **General information and instructions relating to e-voting.**
 - a) Any person holding shares in physical form and non-individual members who becomes a member of the Company after dispatch of the Notice of the Postal Ballot and holding shares as on the cut-off date i.e., Friday, November 5, 2021, may obtain the Login Id and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user id and password for casting your vote. If you forgot your password, you can reset your password by following the process mentioned in point no. 10(i).
 - b) In case of individual members holding securities in demat mode may follow steps mentioned in the Notice of Postal Ballot under “**Access to NSDL e-Voting system**”.
 - c) Members holding securities in demat mode may contact at following helpdesk of NSDL and CDSL in case of any technical issues related to login through respective depositories.
 - i. **NSDL:-** mail on evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
 - ii. **CDSL:-** mail on helpdesk.evoting@cdslindia.com or call at 022- 23058738 or 022-23058542-43.
 - d) In case of any queries, you may refer frequently asked questions (FAQs) and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or may contact the authorised representative of NSDL, viz., Mr. Amit Vishal, Asst. Vice President at amity@nsdl.co.in or contact at 1800 1020 990 and 1800 22 44 30 or can send mail at evoting@nsdl.co.in.
 - e) 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 to reset the password.
 - f) The body corporate/institutional investors, who are members of the Company, are requested to send scanned copy (PDF/ JPG format) of its board or governing body resolution/ authorization, authorizing its representative(s) to vote through remote e-voting. The said resolution/authorization shall be emailed to the Scrutinizer at jayshreedagli@gmail.com and copy marked to ecommunication@jmfl.com and evoting@nsdl.co.in.
 - g) The Scrutiniser will submit her report to the Chairman of the Company after completion of the scrutiny and the results of the remote e-voting will be declared by the Chairman or, in his absence, by a person authorised by him within 2 working days from the closure of remote e-voting. The said results will be uploaded on the Company’s website viz., <https://jmfl.com/postal-ballot.html> and also be intimated to the Stock Exchanges and NSDL.
 - h) The details of the process and manner for remote e-voting are explained in two steps which are mentioned below.

Procedure and instructions for Voting through remote e-voting

STEP 1 - Login method

| Individual members holding shares in demat mode through | | | | | Members other than individual members holding shares in demat mode and members holding securities in physical mode | | | | | | |
|--|---|--|--|---|---|------|------|---------------|---|--|--|
| NSDL | | CDSL | | Depository Participant (DP) | | | | | | | |
| Already registered for IDeAS e-Services | Not registered for IDeAS e-Services | Already registered for Easi/Easiest facility | Not registered for Easi/Easiest facility | | | | | | | | |
| <p>a) Visit URL: https://eservices.nsdl.com</p> <p>b) Click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section.</p> <p>c) On the new page, enter your User ID and Password. Post successful authentication, click on “Access to e-voting”.</p> <p>d) Click on options available against company name or e-voting service provider (the “ESP”) i.e NSDL and you will be re-directed to NSDL e-voting website for casting your vote (s) during the remote e-voting period.</p> | <p>a) Click on the link to register:- https://eservices.nsdl.com</p> <p>b) Select “Register Online for IDeAS” or click on the link: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>c) Visit URL: https://www.evoting.nsdl.com</p> <p>d) Click on the “Login” icon which is available under “Shareholder/Member” section.</p> <p>e) On the Login page, enter User ID that is, your 16-character demat account number held with NSDL, password/ one time password (the “OTP”) and a verification code as shown on the screen.</p> <p>f) After successful authentication, you will be redirected to NSDL website wherein you can see e-voting page. Click on options available against company name or ESP - NSDL and you will be redirected to e-voting website of NSDL for casting your vote(s) during the remote e-voting period.</p> | <p>a) Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com and click on New System Myeasi.</p> <p>b) After successful login of Easi/Easiest the user will also be able to see the e-Voting menu. The menu will have links of ESP i.e. NSDL. Click on NSDL to cast your vote(s).</p> | <p>a) Option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>b) Alternatively, the user can directly access e-voting page by providing demat account number and PAN from a link in www.cdslindia.com home page.</p> <p>c) The system will authenticate the user by sending the OTP on registered mobile and email id as recorded in the demat account.</p> <p>d) After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-voting is in progress.</p> | <p>a) Login using the login credentials of your Demat account through your DP registered with NSDL /CDSL.</p> <p>b) After successful login click on “e-voting” option and you will be redirected to e-voting modules of NSDL/ CDSL, as applicable, after successful authentication, wherein you can see e-voting feature.</p> <p>c) Click on options available against company name or ESP i.e NSDL .</p> <p>d) You will be re-directed to the e-voting website of NSDL to cast your vote(s) without any further authentication, during the remote e-voting period.</p> | <p>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.</p> <p>b) Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>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.</p> <p>d) Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can login at https://eservices.nsdl.com/ with your existing IDeAS login. Once you login to NSDL eservices after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote(s) electronically.</p> <p>e) Manner of holding shares i.e. Demat mode (NSDL or CDSL) or Physical mode, the USER ID is:</p> <table border="1" data-bbox="1465 971 1890 1258"> <thead> <tr> <th>NSDL</th> <th>CDSL</th> <th>Physical Form</th> </tr> </thead> <tbody> <tr> <td>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*****</td> <td>16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****</td> <td>EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</td> </tr> </tbody> </table> <p>f) After successful login as mentioned above, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.</p> <p>g) Select “EVEN” of the JM Financial Limited viz., 118780.</p> | NSDL | CDSL | Physical Form | 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***** | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |
| NSDL | CDSL | Physical Form | | | | | | | | | |
| 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***** | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** | | | | | | | | | |

Important Note:- Members who are unable to retrieve User Id/password are advised to use Forget User ID and Forget Password option available at above mentioned website.

STEP 2 : Method for casting your vote(s) electronically through remote e-voting

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| <p>Method for casting your vote(s) electronically remote e-voting</p> | <p>a) 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 is in active status.</p> <p>b) Select “EVEN (118780)” of the Company for which you wish to cast your vote(s) during the remote e-Voting period.</p> <p>c) Now you are ready for e-Voting as the Voting page opens.</p> <p>d) Cast your vote(s) by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote(s) and click on “Submit” and also “Confirm” when prompted.</p> <p>e) Upon confirmation, the message “Vote cast successfully” will be displayed.</p> <p>f) You can also take the printout of the vote(s) cast by you by clicking on the print option on the confirmation page.</p> <p>g) Once you confirm your vote(s) on the resolution, you will not be allowed to modify your vote.</p> |
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i) Password details for members other than individual members are given below:

a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote(s).

b) 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.

c) 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’.

If your email id is not registered, please follow steps mentioned in **process for those members whose email ids are not registered**.

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

a. 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

b. “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com

c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.

d. Members can also use the OTP based login for casting the vote(s) on the e-voting system of NSDL.

k) After entering your password, tick on agree to “**Terms and Conditions**” by selecting on the check box.

l) Now, you will have to click on “**Login**” button.

m) After you click on the “**Login**” button, Home page of e-voting will open.

n) **Process for those members whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:**

- In case shares are held in physical mode please provide folio no., name of member, scanned copy of the share certificate (front and back), self attested scanned copy of PAN card, self attested scanned copy of Aadhar card by email to ecommunication@jmf.com
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), name, client master or copy of consolidated account statement, self attested scanned copy of PAN card, self attested scanned copy of Aadhar card to ecommunication@jmf.com. If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained at step 1 i.e. **Login method for e-voting for Individual members holding securities in demat mode**.
- Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

Statement annexed to the postal ballot notice pursuant to Section 102 of the Companies Act, 2013 (the “Act”).

Item No. 1

As the members are aware, the Reserve Bank of India (the “RBI”) vide its Circular No. RBI/2021-22/25 Reference No. DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021 has issued the guidelines (the “RBI Guidelines”) followed by frequently asked questions (“FAQs”), stating that the Statutory Auditors of any Commercial Banks, Urban Co-operative Banks (the “UCBs”) and Non-Banking Financial Companies (the “NBFCs”) including Housing Finance Companies (the “HFCs”), having an asset size of ₹ 1000 crore or more, cannot continue to hold office as such if they have completed three (3) years’ tenure as the Statutory Auditors.

The RBI has however given flexibility to NBFCs to appoint the new auditors in the second half of the financial year ending March 31, 2022.

Though the Company is neither an NBFC nor the HFC or Asset Reconstruction Company (the “ARC”), it has certain subsidiaries, which are NBFCs/HFC/ARC to which the above guidelines are applicable. As a result of this, there was a need to change the statutory auditors of these subsidiaries since the auditors have already completed three (3) years’ tenure serving as the Statutory Auditors.

Deloitte Haskins & Sells LLP, Chartered Accountants, (the “Deloitte”) have been the Statutory Auditors of the Company since the year 2017. Their five years’ term as such is continuing and shall get over on the conclusion of the Thirty Seventh AGM scheduled to be held in the financial year 2022-23. Deloitte has also been acting as the statutory auditors of some of the subsidiaries of the Company viz., JM Financial Credit Solutions Limited (“JMFCSL/NBFC”), JM Financial Asset Reconstruction Company Limited (“JMFARC/ARC”), JM Financial Home Loans Limited (“JMFHLL/HFC”), JM Financial Capital Limited (“JMFCL/NBFC”). In view of the above RBI Guidelines, there was a need to change the Statutory Auditors (Deloitte) of these subsidiaries, as Deloitte has completed its three (3) years’ tenure.

Moreover, Deloitte, like other statutory auditors, has its own internal guidelines to cover at least 75% of the revenues and assets size of the Company and its subsidiaries being audited by them. Since the change in the statutory auditors of few of the subsidiaries was necessitated by the RBI Guidelines, Deloitte has expressed their inability to continue as the Statutory Auditors of the Company as they wouldn’t have been able to meet their internal requirements of coverage of 75% or more of revenues and assets size of the Company and its subsidiaries. In view of this, Deloitte has tendered their resignation as the Statutory Auditors of the Company effective from October 28, 2021, post completion of the limited review of unaudited financial results of the Company for the second quarter and half year ended September 30, 2021.

The tendering of resignation by Deloitte as the Statutory Auditors of the Company as above has resulted in a casual vacancy in the office of the statutory auditors of the Company. The said resignation has been on account of the regulatory change made by the RBI and Deloitte has not raised any concern or issue or any reason other than the above, for their resignation. This fact has been duly noted by the Audit Committee and the Board of Directors (the “Board”) of the Company.

In view of the above, based on the recommendation of the Audit Committee and the Board, after considering various options, at its meeting held on October 28, 2021, has approved the appointment of BSR & Co. LLP, Chartered Accountants (Firm registration no. 101248W/W-100022), Mumbai, (the “BSR”) as the Statutory Auditors of the Company to fill in the casual vacancy caused by the resignation of Deloitte as the Statutory Auditors of the Company. BSR, if appointed by the members shall hold the office till the conclusion of Thirty Seventh AGM of the Company to be held in the financial year 2022-23. The remuneration proposed to be paid to them as the audit fees and limited review fees is ₹ 41 lakh (inclusive of limited review fees) plus applicable taxes and re-imbursalment of out of pocket expenses subject to the approval of the members of the Company.

BSR has provided their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that their appointment, if approved by the members, would be within the limits prescribed under the Act. They have also confirmed that they do not have any financial interest in or association with the Company which may lead to conflict of interest situations.

Disclosures as required under Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulation”), is given hereunder.

| | |
|---|---|
| Proposed fees payable to the new Statutory Auditors. | ₹ 41 lakh (Rupees forty one lakh) (including limited review fees) plus applicable taxes and re-imbursalment of out of pocket, if any. |
| Terms of appointment of new auditors. | Pursuant to Section 139(8)(i) of the Act, BSR shall hold office commencing from the date of passing of the resolution by the members up to the conclusion of the Thirty Seventh AGM to be held in the financial year 2022-23. |

| | |
|--|--|
| <p>Material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change.</p> | <p>Considering that as per the above mentioned RBI Guidelines, the statutory auditors are permitted to conduct the audit of not more than 8 NBFCs and the tenure for which they can serve as such is only three years. Due to this limitation, the audit firms have increased their audit fees substantially.</p> <p>In light of the above, the Board of the Company has agreed to pay ₹ 41 lakh including the limited review fees (plus out of pocket expenses and taxes) to the BSR for the FY 2021-22 as opposed to the fees of ₹ 25.46 lakh including limited review fees (plus the out of pocket expenses and taxes) paid to Deloitte during the previous year.</p> |
| <p>Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditors proposed to be appointed.</p> | <p>Deloitte has expressed their inability to continue as the statutory auditors of the Company due to the regulatory change made by the RBI and accordingly submitted their resignation as the statutory auditors. As explained earlier Deloitte, like other statutory auditors, has their own internal guidelines to cover at least 75% of the revenues and assets size of the Company and its subsidiaries being audited by them. Due to insufficient audit coverage, Deloitte has expressed their inability to continue as the Statutory Auditors of the Company.</p> <p>The casual vacancy arising due to the resignation of Deloitte as the statutory auditors of the Company is required to be filled in by the Company as per Section 139(8) of the Act. With this requirement in mind and after assessing various possible options available, the Audit Committee recommended to the Board, the appointment of BSR, as the Statutory Auditors of the Company and hence members' approval is being sought by the Board for the BSR's appointment as the Statutory Auditors.</p> <p>Brief profile of BSR & Co. LLP.</p> <p>BSR & Co. was constituted on March 27, 1990 as a partnership firm having firm registration no. as 101248W. It was converted into limited liability partnership i.e. BSR & Co. LLP on October 14, 2013 thereby having a new firm registration no. 101248W/W-100022. The registered office of the firm is at 14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Centre, Western Express Highway, Goregaon (East), Mumbai - 400063.</p> <p>BSR is a member entity of BSR & Affiliates, a network registered with the Institute of Chartered Accountants of India. BSR is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur and Kochi. BSR has over 3000 staff and 100+ Partners. BSR audits various companies listed on stock exchanges in India including companies in the Financial Services sector.</p> <p>Brief profile of Mr. Kapil Goenka, partner of BSR & Co. LLP.</p> <p>Mr. Kapil Goenka holds the degree of Bachelor in commerce and is the Member of the Institute of Chartered Accountant of India since 2004 and also holds diploma in Information System Audit (DISA). Mr. Goenka has extensive experience of 17 years across a broad range of clients and specialises in audit and other assurance based services to financial services sector and possesses deep knowledge on the Financial services industries. He has deep experience on working on Insurance broker, SEBI Brokers and Funds in India along with having international experience. He also has significant experience on working Indian GAAP, IND AS, IFRS and US GAAP financial statements. Mr. Goenka is currently auditing ICICI Prudential Life Insurance, Franklin Templeton Mutual Fund, ICICI Primary Dealer, DSP Merrill Lynch Limited and Incred Financial Services. Mr. Goenka was involved in implementation of Ind AS for entire Aditya Birla Group.</p> |

Accordingly, the approval of the members is sought for appointment of BSR as the Statutory Auditors of the Company for the financial year 2021-22.

The Board commends passing of the ordinary resolution set out at item no. 1 of the Notice.

None of the directors/key managerial personnel of the Company, or their relatives is, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out in the Notice.

Item Nos. 2 to 3

The Board of Directors (the “**Board**”) based on the recommendation of Nomination and Remuneration Committee (the “**NRC**”), has appointed Mr. Atul Mehra (DIN: 00095542) as an additional director of the Company on September 22, 2021 under Section 161(1) of the Act read with Article 132 of the Articles of Association, with effect from October 1, 2021. The Company has received the consent from Mr. Mehra to act as a Director of the Company.

The Company has received a notice under Section 160(1) of the Act from a member signifying the intention to propose the appointment of Mr. Mehra as a Director of the Company.

With completion of the first five year term of Mr. Vishal Kampani as the Managing Director of the Company on September 30, 2021 and he voluntarily deciding not to get reappointed as such considering Regulation 17(1B) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “**Listing Regulations**”) coming into effect from April 1, 2022, there was a need to appoint a KMP in place of Mr. Kampani pursuant to the applicable provisions of the Act. The said Regulation 17(1B) requires that the Chairperson of the Board of top 500 listed entities by market capitalisation shall be a non-executive director and not related to the Managing Director (the “**MD**”) or the Chief Executive Officer of the Company. Mr. Vishal Kampani, as the members are aware is a relative (son) of Mr. Nimesh Kampani, who is the Non-executive Chairman of the Company.

Accordingly, the Board on the basis of the recommendation of the NRC, at its meeting held on September 22, 2021, unanimously decided to appoint Mr. Mehra as a Joint Managing Director (along with Mr. Adi Patel as another Joint Managing Director being proposed at item nos. 4 to 5 of the Notice) of the Company for a period of three (3) years from October 1, 2021, upon the terms and conditions hereinafter indicated, subject to the approval of the members.

Mr. Mehra is eligible to be appointed as a Joint Managing Director under the applicable provisions of the Act and the rules made thereunder. Mr. Mehra has given his consent to act as such.

Brief resume of Mr. Mehra, along with his expertise/skills in specific functional areas, names of companies in which he holds directorships and memberships/chairmanships, if any, of Board/Committees and shareholding etc., as stipulated under the Listing Regulations, are annexed hereto.

The material terms and conditions of the agreement entered with Mr. Mehra are as under:

- 1. Tenure of his appointment:** The Company to employ Mr. Atul Mehra to serve the Company as its Joint Managing Director for a period of three (3) years commencing from October 1, 2021.
- 2. Duties:** Mr. Mehra shall discharge such functions, exercise such powers and perform and discharge such duties and responsibilities as the Board of the Company shall from time to time in its absolute discretion determine and entrust to him. Subject to the superintendence, control and direction of the Board and subject to such restrictions or limitations as the Board may in its absolute discretion determine, Mr. Mehra, shall as a Joint Managing Director, have the general control of the business of the Company particularly relating to the capital market business undertaken by the investment banking division. The day to day affairs of the Company shall be vested with the management. Mr. Mehra shall have power to enter into any contracts pertaining to capital market transactions on behalf of the Company in the ordinary course of business and to do and perform all other acts and things which in the ordinary course of such business he may consider necessary or proper or in the best interests of the Company.
- 3. Travel:** During his tenure under this Agreement, Mr. Mehra may undertake such travel in and outside India as may be necessary in the interests of the Company’s business or as may from time to time be required or directed by the Board in connection with or in relation to the business of the Company.
- 4. Remuneration:**
 - A. Salary:**
 - i. Salary of ₹ 1.80 crore (Rupees One crore eighty lakh only) per annum (inclusive of the Company’s contribution to provident fund) with effect from October 1, 2021 in the scale of ₹ 15 lakh to ₹ 20 lakh per month during his tenure of three (3) years (for the purpose of annual increment subject to the approval of the NRC and the Board of the Company and other perquisites, as per the Company’s rules (as applicable to other employees) for the time being in force.
 - ii. Performance linked annual discretionary bonus as may be recommended by the NRC and approved by the Board.
 - iii. Stock Options of the Company as may be recommended by the NRC and approved by the Board.
 - B. Perquisites:**
 - i. Annual and/or periodic membership fees of not more than two clubs for entertaining the Company’s clients.
 - ii. Group personal accident insurance, group term life insurance and group hospitalisation insurance in accordance with the rules of the Company for the time being in force.
 - iii. Gratuity as per the Company’s rules for the time being in force.
 - iv. Encashment of un-availed leave at the end of his tenure.

- C. Valuation of perquisites:** Perquisites shall be valued as per the Income Tax Rules, wherever applicable, and in the absence of any such rules, it shall be valued at actual cost.
- D. Income Tax:** Income Tax, if any, on or in respect of the aforesaid remuneration shall be borne and paid by Mr. Mehra.
- E. Computation of ceiling:** The contribution to provident fund, gratuity and encashment of leave shall not be included in the computation of perquisites for the purposes of ceiling to the extent these are not taxable under the Income-tax Act, 1961.
- F. Minimum Remuneration:** Notwithstanding anything to the contrary contained in the agreement, if during the tenure of Mr. Mehra as a Joint Managing Director, the Company has no profits, or its profits are inadequate, the remuneration mentioned in the agreement executed between the Company and Mr. Mehra shall be paid by the Company to Mr. Mehra as minimum remuneration, in accordance with the applicable provisions of the Act.
- G. i. Leave entitlement:** Mr. Mehra shall be entitled to leaves on full remuneration as per the rules of the Company for a period of twenty five (25) days in every twelve months' service and sick leave as per the rules of the Company for the time being in force.
- ii. Mr. Mehra shall not be paid any sitting fees for attending meetings of the Board or any Committees of the Board.
- iii. Mr. Mehra shall not be liable to retire by rotation during his tenure.
- H.** Mr. Mehra shall be entitled to receive from the Company, the remuneration including the salary, performance linked discretionary bonus, perquisites, etc., up to 5% of the net profits of the Company during any financial year subject to the applicable provisions of the Act and Schedule V thereto, as amended from time to time. The total amount of remuneration that may be thus paid/payable to Mr. Mehra during a financial year shall be as approved by the NRC/ Board of the Company.
- I.** Mr. Mehra to comply with the Company's Code of Conduct, Code for Prevention of Insider Trading and Code for Directors & Senior Management Personnel, as amended from time to time.
- J. Termination of employment:**
- i. The Company shall be entitled to terminate the employment of Mr. Mehra as a Joint Managing Director under the Agreement by giving notice in writing upon the happening of any of the following:
- (a) Mr. Mehra committing a breach of any of the terms, provisions or covenants contained in the Agreement;
- (b) Violation by Mr. Mehra of the Company's Code of Conduct;
- (c) Conviction of Mr. Mehra for an offence involving moral turpitude;
- (d) Any gross or wilful negligence by Mr. Mehra of his duties as a Joint Managing Director.
- In each of the above cases, any such termination shall only become effective upon Mr. Mehra receiving Thirty (30) days prior written notice from the Company.
- ii. Either the Company or Mr. Mehra may terminate the agreement by giving not less than three (3) calendar months' prior notice in writing to the other without the necessity of showing any cause.
- 5.** No alteration or amendment of agreement shall be valid, binding or enforceable unless made in writing and signed by or on behalf of the Company and Mr. Mehra.

The approval of the members is sought for appointment of Mr. Atul Mehra as a Joint Managing Director of the Company and to the above remuneration paid/payable to him pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions of the Act read with Schedule V thereto. Mr. Mehra fulfils the conditions for eligibility contained in Part I of Schedule V to the Act.

The copy of the agreement will be available for online inspection by the members at <https://live.jmfl.com/mi/onlineinspection>.

The Board commends passing of the ordinary and special resolutions as set out at item nos. 2 to 3 of the Notice respectively.

Except Mr. Atul Mehra, no other director/key managerial personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above resolutions.

Item Nos. 4 to 5

The Board of Directors (the "**Board**") based on the recommendation of Nomination and Remuneration Committee (the "**NRC**"), has appointed Mr. Adi Patel (DIN: 02307863) as an additional director of the Company on September 22, 2021 under Section 161(1) of the Act read with Article 132 of the Articles of Association, with effect from October 1, 2021. The Company has received the consent from Mr. Patel to act as a Director of the Company.

The Company has received a notice under Section 160(1) of the Act from a member signifying the intention to propose the appointment of Mr. Patel as a Director of the Company.

With completion of the first five year term of Mr. Vishal Kampani as the Managing Director of the Company on September 30, 2021 and he voluntarily deciding not to get reappointed as such considering Regulation 17(1B) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “**Listing Regulations**”) coming into effect from April 1, 2022, there was a need to appoint a KMP in place of Mr. Kampani pursuant to the applicable provisions of the Act. The said Regulation 17(1B) requires that the Chairperson of the Board of top 500 listed entities by market capitalisation shall be a non-executive director and not related to the Managing Director (the “**MD**”) or the Chief Executive Officer of the Company. Mr. Vishal Kampani, as the members are aware is a relative (son) of Mr. Nimesh Kampani, who is the Non-executive Chairman of the Company.

Accordingly, the Board on the basis of the recommendation of the NRC, at its meeting held on September 22, 2021, unanimously decided to appoint Mr. Patel as a Joint Managing Director (along with Mr. Atul Mehra as another Joint Managing Director being proposed at item nos. 2 to 3 of the Notice) of the Company for a period of three (3) years from October 1, 2021, upon the terms and conditions hereinafter indicated, subject to the approval of the members.

Mr. Patel is eligible to be appointed as a Joint Managing Director under the applicable provisions of the Act and the rules made thereunder. Mr. Patel has given his consent to act as such.

Brief resume of Mr. Patel, along with his expertise/skills in specific functional areas, names of companies in which he holds directorships and memberships/chairmanships, if any, of Board/Committees and shareholding etc., as stipulated under the Listing Regulations, are annexed hereto.

The material terms and conditions of the agreement entered with Mr. Patel are as under:

1. **Tenure of his appointment:** The Company to employ Mr. Adi Patel to serve the Company as its Joint Managing Director for a period of three (3) years commencing from October 1, 2021.
2. **Duties:** Mr. Patel shall discharge such functions, exercise such powers and perform and discharge such duties and responsibilities as the Board of the Company shall from time to time in its absolute discretion determine and entrusted to him. Subject to the superintendence, control and direction of the Board and subject to such restrictions or limitations as the Board may in its absolute discretion determine, Mr. Patel shall, as a Joint Managing Director, have the general control of the business of the Company particularly relating to the Merger & Acquisitions/restructuring transactions business undertaken by the investment banking division. The day to day affairs of the Company shall be vested with the management. Mr. Patel shall have power to enter into any contracts pertaining to Merger & Acquisitions/restructuring transactions business on behalf of the Company in the ordinary course of business and to do and perform all other acts and things which in the ordinary course of such business he may consider necessary or proper or in the best interests of the Company.
3. **Travel:** During his tenure under this Agreement, Mr. Patel may undertake such travel in and outside India as may be necessary in the interests of the Company’s business or as may from time to time be required or directed by the Board in connection with or in relation to the business of the Company.
4. **Remuneration:**
 - A. **Salary:**
 - i. Salary of ₹ 1.80 crore (Rupees One crore eighty lakh only) per annum (inclusive of the Company’s contribution to provident fund) with effect from October 1, 2021 in the scale of ₹ 15 lakh to ₹ 20 lakh per month during his tenure of three (3) years (for the purpose of annual increment subject to the approval of the NRC and the Board of the Company and other perquisites, as per the Company’s rules (as applicable to other employees) for the time being in force.
 - ii. Performance linked annual discretionary bonus as may be recommended by the NRC and approved by the Board.
 - iii. Stock Options of the Company as may be recommended by the NRC and approved by the Board.
 - B. **Perquisites:**
 - i. Annual and/or periodic membership fees of not more than two clubs for entertaining the Company’s clients.
 - ii. Group personal accident insurance, group term life insurance and group hospitalisation insurance in accordance with the rules of the Company for the time being in force.
 - iii. Gratuity as per the Company’s rules for the time being in force.
 - iv. Encashment of un-availed leave at the end of his tenure.
 - C. **Valuation of perquisites:** Perquisites shall be valued as per the Income Tax Rules, wherever applicable, and in the absence of any such rules, it shall be valued at actual cost.
 - D. **Income Tax:** Income Tax, if any, on or in respect of the aforesaid remuneration shall be borne and paid by Mr. Patel.
 - E. **Computation of ceiling:** The contribution to provident fund, gratuity and encashment of leave shall not be included in the computation of perquisites for the purposes of ceiling to the extent these are not taxable under the Income-tax Act, 1961.

- F. Minimum Remuneration:** Notwithstanding anything to the contrary contained in the agreement, if during the tenure of Mr. Patel as a Joint Managing Director, the Company has no profits, or its profits are inadequate, the remuneration mentioned in the agreement executed between the Company and Mr. Patel shall be paid by the Company to Mr. Patel as minimum remuneration, in accordance with the applicable provisions of the Act.
- G.**
- i. **Leave entitlement:** Mr. Patel shall be entitled to leaves on full remuneration as per the rules of the Company for a period of twenty five (25) days in every twelve months' service and sick leave as per the rules of the Company for the time being in force.
 - ii. Mr. Patel shall not be paid any sitting fees for attending meetings of the Board or any Committees of the Board.
 - iii. Mr. Patel shall not be liable to retire by rotation during his tenure.
- H.** Mr. Patel shall be entitled to receive from the Company, the remuneration including the salary, performance linked discretionary bonus, perquisites, etc., up to 5% of the net profits of the Company during any financial year subject to the applicable provisions of the Act and Schedule V thereto, as amended from time to time. The total amount of remuneration that may be thus paid/payable to Mr. Patel during a financial year shall be as approved by the NRC/ Board of the Company
- I.** Mr. Patel to comply with the Company's Code of Conduct, Code for Prevention of Insider Trading and Code for Directors & Senior Management Personnel, as amended from time to time.
- J. Termination of employment:**
- i. The Company shall be entitled to terminate the employment of Mr. Patel as a Joint Managing Director under the Agreement by giving notice in writing upon the happening of any of the following:
 - (a) Mr. Patel committing a breach of any of the terms, provisions or covenants contained in the agreement;
 - (b) Violation by Mr. Patel of the Company's Code of Conduct;
 - (c) Conviction of Mr. Patel for an offence involving moral turpitude;
 - (d) Any gross or wilful negligence by Mr. Patel of his duties as a Joint Managing Director.In each of the above cases, any such termination shall only become effective upon Mr. Patel receiving Thirty (30) days prior written notice from the Company.
 - ii. Either the Company or Mr. Patel may terminate the agreement by giving not less than three (3) calendar months' prior notice in writing to the other without the necessity of showing any cause.
- 5.** No alteration or amendment of agreement shall be valid, binding or enforceable unless made in writing and signed by or on behalf of the Company and Mr. Patel.

The approval of the members is sought for appointment of Mr. Adi Patel as a Joint Managing Director of the Company and to the above remuneration paid/payable to him pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions of the Act read with Schedule V thereto. Mr. Patel fulfils the conditions for eligibility contained in Part I of Schedule V to the Act.

The copy of the agreement will be available for online inspection by the members at <https://live.jmfl.com/mi/onlineinspection>.

The Board commends passing of the ordinary and special resolutions as set out at item nos. 4 to 5 of the Notice respectively.

Except Mr. Adi Patel, no other director/key managerial personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above resolutions.

By Order of the Board

Prashant Choksi
Group Head - Compliance, Legal
& Company Secretary
Membership No. F 4352

Date: November 9, 2021

Registered Office:

7th Floor, Cnergy, Appasaheb Marathe Marg,
Prabhadevi, Mumbai - 400 025
(CIN: L67120MH1986PLC038784)

ADDITIONAL INFORMATION TO ITEM NOS. 2 TO 5 OF THE NOTICE OF ABOVE DIRECTORS PURSUANT TO SCHEDULE V TO THE COMPANIES ACT 2013.

I. General Information:

1. **Nature of Industry:** The Company belongs to Financial Services industry.
2. **Date or expected date of commencement of Commercial Production:** The Company was incorporated on January 30, 1986.
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 crore)

| Particulars | 2020-21 | 2019-20 |
|--|---------------|---------------|
| Gross income | 374.41 | 303.07 |
| Profit before depreciation and amortisation expense, finance costs and tax expenses | 235.99 | 176.44 |
| Less: Depreciation and amortisation expense | 11.92 | 12.18 |
| Less: Finance costs | 7.24 | 7.81 |
| Profit before tax | 216.83 | 156.45 |
| Current tax | 42.40 | 32.16 |
| Deferred tax | (0.90) | (3.11) |
| Tax adjustments of earlier years (net) | 0.10 | 0.09 |
| Net Profit after tax | 175.23 | 127.31 |
| Other Comprehensive Income | 0.16 | (0.29) |
| Total Comprehensive Income | 175.39 | 127.02 |

5. **Foreign investments or collaborations, if any:** ₹ 60.27 crore being an investment held in one of the foreign subsidiary of the Company namely JM Financial Overseas Holdings Private Limited, Mauritius.

II. Information about the appointees:

| Sr. No. | Particulars | Mr. Atul Mehra (DIN: 00095542) | Mr. Adi Patel (DIN: 02307863) |
|---------|--|---|---|
| a. | Background details/ profile | <p>Mr. Atul Mehra joined the Merchant Banking Division in 1991 and currently Co-heads the Investment Banking business. In his 30-year career span, he has worked closely with various departments across the Investment Banking business which has provided him with in-depth overall exposure to the entire gamut of corporate finance and capital markets. He has developed strong relationships with leading Indian Corporates and has led some of the most prestigious transaction in terms of size, innovation and other complexities across both, the domestic and international markets. Mr. Mehra is an Harvard Business School alumnus, having completed the Advanced Management Program from Harvard Business School. He holds a Bachelor's degree in Commerce and has also completed his Masters in Management Studies from Welingkar Institute of Management. Mr. Mehra is an active participant in various forum like CII and FICCI.</p> | <p>Mr. Adi Patel joined the Merchant Banking Division in 1993 and currently Co-heads the Investment Banking business. He has headed the Mergers & Acquisitions Restructuring Division group prior to becoming Co-CEO of the Investment Banking business.</p> <p>In his experience of around 28 years, he has developed strong relationships with leading Indian and global clients across various Industry segments and has advised them on numerous strategic Merger & Acquisitions/restructuring transactions. He has executed some landmark Merger & Acquisitions/restructuring transactions for some of the leading business houses in India.</p> <p>He holds a Bachelor's degree in Commerce and is also a qualified Chartered Accountant.</p> |

| Sr. No. | Particulars | Mr. Atul Mehra (DIN: 00095542) | Mr. Adi Patel (DIN: 02307863) |
|---------|--|---|--|
| b. | Past remuneration | During previous financial year FY 2020-21, Mr. Mehra was paid remuneration of ₹ 4,15,17,993/-. | During previous financial year FY 2020-21, Mr. Patel was paid remuneration of ₹ 4,39,06,014/-. |
| c. | Recognition or awards | None | None |
| d. | Job profile and his suitability | Mr. Atul Mehra devotes his full time and attention to the business of the Company and is responsible for the general control of the business of the Company particularly relating to the capital market business undertaken by the investment banking division. He has more than 30 years of experience in the Investment banking business in line with the business of the Company which is compatible with the organizational requirements. The Company will continue to be benefited from his leadership and guidance. | Mr. Adi Patel devotes his full time and attention to the business of the Company and is responsible for the general control of the business of the Company particularly relating to the Merger & Acquisitions/restructuring transactions business undertaken by the investment banking division. He has more than 28 years of experience in the Investment banking business in line with the business of the Company which is compatible with the organizational requirements. The Company will continue to be benefited from his leadership and guidance. |
| e. | Remuneration proposed | The details of the proposed remuneration are stated in the resolutions set out in Item nos. 2 to 3 of the Notice. | The details of the proposed remuneration are stated in the resolutions set out in Item nos. 4 to 5 of the Notice. |
| f. | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | Mr. Atul Mehra has vast experience in Investment Banking and his knowledge and skills place him in correspondingly similar positions at peers within the Industry. Considering the profile of Mr. Atul Mehra, the company profile, his responsibilities within the Company, proposed remuneration is in line with Industry levels. | Mr. Adi Patel has vast experience in Investment Banking and his knowledge and skills place him in correspondingly similar positions at peers within the Industry. Considering the profile of Mr. Adi Patel, the company profile, his responsibilities within the Company, proposed remuneration is in line with Industry levels. |
| g. | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: | Mr. Atul Mehra is currently the Director of the Company and is holding 5,00,000 equity shares of the Company as on November 9, 2021 in his personal capacity. Mr. Mehra has no other pecuniary relationship with the Company or with any key managerial personnel except to the extent of his remuneration as Director and as mentioned above. | Mr. Adi Patel is currently the Director of the Company and is holding 12,91,457 equity shares of the Company as on November 9, 2021 in his personal capacity. Mr. Patel has no other pecuniary relationship with the Company or with any key managerial personnel except to the extent of his remuneration as Director and as mentioned above. |

III. Other Information:

- Reason of loss or inadequate profits: Not applicable for the time being as the Company is making adequate profits
- Steps taken or proposed to be taken for improvement: Not applicable as of now.
- Expected increase in productivity and profits in measurable terms: Not applicable as of now.

IV. The required disclosures would be made in the Directors' Report as specified in the Schedule.

DETAILS UNDER REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS (INFORMATION AS ON THE DATE OF THIS NOTICE).

| Name of the Director | Mr. Atul Mehra (DIN: 00095542) | Mr. Adi Patel (DIN: 02307863) |
|---|--|---|
| Date of Birth | November 14, 1967 | February 23, 1969 |
| Date of first appointment (appointment as an additional director on the Board) | October 1, 2021 | October 1, 2021 |
| Date of last re-appointment | Not applicable | Not applicable |
| Qualification(s) | B.Com, Masters in Management Studies (MMS) and Advanced Management Program (AMP) | B. Com, Chartered Accountant |
| Brief Profile | Please refer point no. II (a) in the above table. | Please refer point no. II (a) in the above table. |
| Relationship with other Directors, Manager and Key Managerial Personnel (KMP) | None | None |
| Expertise in specific functional areas | Mr. Mehra has more than three decades of experience in capital market business undertaken by the Investment Banking division of the Company. | Mr. Patel has around three decades of experience in Mergers & Acquisitions/ Restructuring transactions business undertaken by the Investment Banking division of the Company. |
| Shares held in the Company | 5,00,000 Equity Shares of Re. 1/- each | 12,91,457 Equity Shares of Re. 1/- each |
| Directorships held in other listed companies* excluding foreign companies | No directorships in equity listed entities. | No directorships in equity listed entities. |
| Memberships/ Chairmanship of Committees in other listed companies** | None | None |
| Details of remuneration last drawn | Please refer point no. II (b) in the above table. | Please refer point no. II (b) in the above table. |
| Remuneration sought to be paid and Terms and conditions of appointment | Please refer item nos. 2 to 3 of the explanatory statement annexed to the Notice. | Please refer item nos. 4 to 5 of the explanatory statement annexed to the Notice. |
| No. of Board Meetings attended during the financial year | One (only one meeting was held post his appointment) | One (only one meeting was held post his appointment) |

* Only equity listed entities are considered.

** Only audit committee and stakeholders' relationship committee memberships in equity listed entities have been considered.