

27th ANNUAL REPORT 2022-2023



jmj
Finance Ltd.

CIN: U65910KL1996PLC010270

ജീവിതത്തിന് ഉറപ്പും സന്തോഷവും

GOLD LOAN
BUSINESS LOAN
PROPERTY LOAN
TERM LOAN



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NOTICE

NOTICE is hereby given that **27th Annual General Meeting** of the members of **JMJ FINANCE LIMITED** will be held on **30th September, 2023 (Saturday)** at **11:00 am** at **Chamber of Commerce Hall, 1st Floor, Palace Road, Thrissur- 680020** to transact the following businesses-

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited financial statements including consolidated financial statements of the Company for the financial year ended **March 31, 2023** and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri. Joel Joju Madathumpady, Director (DIN: 08205250), who retires by rotation and being eligible, offers himself for re-appointment.

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

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri. Joel Joju Madathumpady, Director (DIN: 08205250), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation”.

SPECIAL BUSINESS

3. **Re-Appointment of Shri. Shaji Devassykutty Thaivalappil (DIN: 08043511), 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 5th October, 2022 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).

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.”

**4. Approval of remuneration payable to Shri. Nellayiparambil Rappai Roy (DIN:08043543),
Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 197 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 pay

remuneration to Shri. Nelloyparambil Rappai Roy (DIN:08043543), Director of the Company 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. Nelloyparambil Rappai Roy (DIN:08043543) 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).

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.”

5. Approval of remuneration payable to Shri. Joel Joju Madathumpady (DIN: 08205250), Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 197 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 pay remuneration to Shri. Joel Joju Madathumpady (DIN: 08205250), Director of the Company

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. Joel Joju Madathumpady (DIN: 08205250) 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).

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.”

6. Regularisation of appointment of Adv. Sandesh Raja Kodungalloor (DIN: 10180299), Additional Director (Non-Executive & Independent) as Director (Non-Executive & Independent)

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

“RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Adv. Sandesh Raja Kodungalloor (DIN: 10180299) who was appointed as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. 21/06/2023, to hold office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in Section

149(6) of the Act and being eligible for appointment, be and is hereby appointed as Director (Non-Executive & Independent) of the Company, not liable to retire by rotation, to hold office for a term of five years from the date of this Annual General Meeting.”

7. 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 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: 02/09/2023

Shaji Devassykutty Thaivalappil
(DIN: 08043511)
Wholetime Director

NOTES:

1. All relevant documents referred to in this Notice requiring the approval of the Members shall be available for inspection by the Members. The relevant statutory registers, Memorandum and Articles, will also be available for inspection by the members at the registered office of the company.
2. A Member entitled to attend and vote at the general meeting is entitled to appoint a proxy to attend and vote instead of himself. Proxy need not be a member of the Company. Proxies to be effective should be lodged with the Registered Office of the Company at least 48 hours before the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business above is attached herewith. As required, the brief profile of Directors seeking appointment/ re-appointment at this AGM are given in the Explanatory Statement to the Notice of the AGM.
4. Members desiring any information or clarification are requested to write to the Company at least 48 hour before the meeting so as to enable the board to keep the information ready.
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 HO.
7. 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 AGM.

8. 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.
9. Members will not be distributed any gift, compliments or kind of such nature before or after the AGM.
10. 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 Annual Report). However, in case of shareholders holding shares in demat form; email shall be registered with respective DP, and not with the Company.
11. Members who hold shares in physical form may nominate a person by submitting to the Company, prescribed format Form No.SH-13 (Annexure to Annual Report) 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.
12. Any changes in particulars registered in DP account (by holders of dematerialised securities) shall be intimated to the Depository Participants.
13. Soft copy of notice and annual report for the FY 2022-2023 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 annual report will be sent to members who have not registered their email ids with the Company. Members may note that notice of 27th AGM along with Annual Report for the financial year will also be hosted on the website (www.jmjcompany.com).
14. Route map to the venue of AGM is enclosed with this notice.

Details of the directors seeking appointment / re-appointment at the Annual General Meeting [pursuant to Secretarial Standard 2 (ss-2) issued by The Institute of Company Secretaries of India (ICSI).

ITEM NO:2 DIRECTORS BEING RE-APPOINTED/ APPOINTED

| | |
|---|---|
| Name | Joel Joju Madathumpady |
| DIN: | 08205250 |
| Date Of Birth/Age | 05-05-2000/ 23 Years |
| Qualification | Graduation |
| Date of First Appointment on the Board | 29-09-2018 |
| Experience | More than 4 Years of experience in NBFC activities and other related matters. |
| Terms and Conditions of Appointment | The Appointee shall be a Non-Executive Director on the Board and be liable to retire by rotation. |
| Current remuneration (last drawn remuneration) | Rs. 30,000/- (Rupees Thirty Thousand Only) per month (Pending shareholders' approval). |
| Shareholding in the Company | As on March 31, 2023, the appointee holds 33,88,050 Equity shares in the company. |
| Relationship with other Directors, Manager and other Key Managerial Personnel (KMP) of the Company | Nil |
| Number of Meetings of the Board attended during the year 2022-2023 | 7 |
| Directorship held in other companies as on date | <ol style="list-style-type: none"> 1. JMJ NIDHI LIMITED 2. JMJ PLUS KURIES LIMITED 3. JMJ PLUS FINSERV PRIVATE LIMITED 4. JMJ CHARITABLE FOUNDATION 5. SOVEREIGN KURIES INDIA PRIVATE LIMITED 6. HI-WEALTH KURIES LIMITED |
| Chairmanship/Membership of the committees of the Board of Directors of other Companies as on 31.03.2023 | As on date, the Appointee does not hold Chairmanship/ Membership of the committees of the Board of Directors of other Companies. |

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

ITEM NO. 3

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 6th October, 2022, approved the re-appointment of Shri. Shaji Devassykutty Thaivalappil (DIN: 08043511) as Whole Time Director and KMP of the Company for a period of One year, with effect from 5th October, 2022, 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. 3 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. 3 of the accompanying notice.

| | |
|--|---------------------------------|
| Name | Shaji Devassykutty Thaivalappil |
| DIN: | 08043511 |
| Date Of Birth/Age | 20/05/1984/ 39 Years |
| Qualification | Graduation |
| Date of First Appointment on the Board | 01-01-2018 |

| | |
|---|--|
| Experience | Experience in Chit/Kuri Companies for More Than 8 Years. More Than 8 Years of Experience in Credit Management and Related Activities in NBFC |
| Terms and Conditions of Appointment | Wholetime Director |
| Current remuneration (last drawn remuneration) | Rs. 55,000/- (Rupees Fifty-Five Thousand Only) per month. |
| Shareholding in the Company | As on March 31, 2023, the appointee holds 76,200 Equity shares in the company. |
| Relationship with other Directors, Manager and other Key Managerial Personnel (KMP) of the Company | Nil |
| Number of Meetings of the Board attended during the year 2022-2023 | 7 |
| Directorship held in other companies as on date | 1. JMJ NIDHI LIMITED 2. JMJ PLUS KURIES LIMITED |
| Chairmanship/Membership of the committees of the Board of Directors of other companies as on 31.03.2023 | As on date, the Appointee does not hold Chairmanship/Membership of the committees of the Board of Directors of other companies. |

ITEM NO. 4

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 28th March, 2023, increased the remuneration of Shri. Nellayiparambil Rappai Roy (DIN: 08043543) to Rs. 55,000/- per month with effect from 1st April, 2023, subject to approval of shareholders at the ensuing General Meeting.

Pursuant to Section 197 and other applicable provisions of the Companies Act, 2013, (the Act) and Rules framed thereunder 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 increase in remuneration of Shri. Nellayiparambil Rappai Roy (DIN: 08043543) requires approval of the Members by way of special 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. 4 of the Notice above by way of special resolution.

Except Shri. Nellayiparambil Rappai Roy (DIN: 08043543), none of the Directors or their relatives are concerned or interested in the resolution set out at item No. 4 of the accompanying notice.

| | |
|--|---|
| Name | Nellayiparambil Rappai Roy |
| DIN: | 08043543 |
| Date Of Birth/Age | 08-04-1975/ 48 Years |
| Qualification | Graduation |
| Date of First Appointment on the Board | 01-01-2018 |
| Experience | More than 15 years of experience in working with reputed hospitals and health related sector. More than 6 Years of experience in NBFC activities and other related matters. |
| Terms and Conditions of Appointment | The Appointee shall be a Non-Executive Director on the Board and be liable to retire by rotation. |
| Current remuneration (last drawn remuneration) | Rs. 55,000/- (Rupees Fifty-Five Thousand Only) per month (Pending shareholders' approval). |
| Shareholding in the Company | As on March 31, 2023, the appointee holds 1,79,700 Equity shares in the company. |
| Relationship with other Directors, Manager and other Key Managerial Personnel (KMP) of the Company | Nil |
| Number of Meetings of the Board attended during the year 2022-2023 | 7 |

| | |
|---|--|
| Directorship held in other companies as on date | 1. JMJ NIDHI LIMITED 2. JMJ PLUS KURIES LIMITED 3. JMJ PLUS FINSERV PRIVATE LIMITED 4. JMJ CHARITABLE FOUNDATION |
| Chairmanship/Membership of the committees of the Board of Directors of other companies as on 31.03.2023 | As on date, the Appointee does not hold Chairmanship/ Membership of the committees of the Board of Directors of other companies. |

ITEM NO. 5

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 28th March, 2023, fixed remuneration for Shri. Joel Joju Madathumpady (DIN: 08205250) at the rate of Rs. 30,000/- per month with effect from 1st April, 2023, subject to approval of shareholders at the ensuing General Meeting.

Pursuant to Section 197 and other applicable provisions of the Companies Act, 2013, (the Act) and Rules framed thereunder 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 fixation of remuneration for Shri. Joel Joju Madathumpady (DIN: 08205250) requires approval of the Members by way of special 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. 5 of the Notice above by way of special resolution.

Except Shri. Joel Joju Madathumpady (DIN: 08205250), none of the Directors or their relatives are concerned or interested in the resolution set out at item No. 5 of the accompanying notice.

| | |
|---|---|
| Name | Joel Joju Madathumpady |
| DIN: | 08205250 |
| Date Of Birth/Age | 05-05-2000/ 23 Years |
| Qualification | Graduation |
| Date of First Appointment on the Board | 29-09-2018 |
| Experience | More than 4 Years of experience in NBFC activities and other related matters. |
| Terms and Conditions of Appointment | The Appointee shall be a Non-Executive Director on the Board and be liable to retire by rotation. |
| Current remuneration (last drawn remuneration) | Rs. 30,000/- (Rupees Thirty Thousand Only) per month (Pending shareholders' approval). |
| Shareholding in the Company | As on March 31, 2023, the appointee holds 33,88,050 Equity shares in the company. |
| Relationship with other Directors, Manager and other Key Managerial Personnel (KMP) of the Company | Nil |
| Number of Meetings of the Board attended during the year 2022-2023 | 7 |
| Directorship held in other companies as on date | <ol style="list-style-type: none"> 1. JMJ NIDHI LIMITED 2. JMJ PLUS KURIES LIMITED 3. JMJ PLUS FINSERV PRIVATE LIMITED 4. JMJ CHARITABLE FOUNDATION 5. SOVEREIGN KURIES INDIA PRIVATE LIMITED 6. HI-WEALTH KURIES LIMITED |
| Chairmanship/Membership of the committees of the Board of Directors of other companies as on 31.03.2023 | As on date, the Appointee does not hold Chairmanship/ Membership of the committees of the Board of Directors of other companies. |

ITEM NO. 6

Adv. Sandesh Raja Kodungalloor (DIN: 10180299) aged 48 years was appointed as Additional Director (Non-Executive & Independent) of the Company by the Board on 21/06/2023. As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of this Annual General Meeting of the Company, and is eligible for appointment as Director. An ordinary resolution for his appointment as Director is set out in the notice. Accordingly, Your Directors recommend the resolution to be passed as an Ordinary Resolution as set out in Item No.6.

Adv. Sandesh Raja Kodungalloor is an Advocate practicing at the Hon'ble High Court of Kerala. He worked as Government Pleader for more than five years and worked as Special Government Pleader, Forest, for more than five years. The management is of the view that with the experience and knowledge he has attained in the field of corporate laws, legal and litigation related matters during past years, he will be able to contribute to the growth of the organisation. The Board proposes to regularise him as Director (Non-Executive & Independent) in the Board after obtaining approval of members in the ensuing AGM. If appointed he will be paid sitting fees and/or reimbursement for the expenses incurred in the course of his duties as an Independent Director of the Company, as decided and approved by the Board from time to time.

Except Adv. Sandesh Raja Kodungalloor (DIN: 10180299) being an appointee, 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. 6.

ITEM NO. 7

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. The issue of NCDs shall be as per the applicable guidelines issued by the Reserve Bank of India in this regard.

Accordingly, Your Directors recommend the above Special Resolution as set out in Item No.7.

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.7.

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

Sd/-

**Shaji Devassykutty Thaivalappil
(DIN: 08043511)
Wholetime Director**

Place: Thrissur
Date: 02/09/2023

CORPORATE INFORMATION (as on date of this report)

Corporate Identification Number (CIN)

U65910KL1996PLC010270

Board of Directors

Shri. Joel Joju Madathumpady (Non-Executive Director)

Shri. Nellayiparambil Rappai Roy (Non-Executive Director)

Shri. Shaji Devassy kutty Thaivalappil (Wholetime Director)

Shri. Sandesh Raja Kodungalloor (Independent Director)

Smt. Indu Kamala Ravindran (Independent Director)

Key Managerial Persons

Shri. Kooliyath Thomas Sherbin- Chief Financial Officer

Shri. Sreenath Sasidharan- Company Secretary

Registered Office/ Corporate Office

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

Naduvilal Jn, M.G Road, Thrissur- 680001

Auditors

M/s TAS & Co.

Chartered Accountants LLP

Vennala, Kerala- 682028

Registrar and Share Transfer Agents

M/s S.K.D.C. Consultants Limited

"Surya" 35, Mayflower

Avenue, Behind Senthil

Nagar, Sowripalayam

Road, Coimbatore

641028

Email:info@skdc-consultants.com

Our Bankers

- South Indian Bank Ltd.
- Federal Bank Ltd.
- Catholic Syrian Bank Ltd.

BOARD'S MESSAGE

Dear Members,

It is with immense pleasure and gratitude that we present to you our 27th Annual Report for the financial year ended March 31, 2023. This year has been nothing short of exceptional, and we owe it all to your unwavering support and trust in our organization.

The financial year 2022-23 stands as a remarkable milestone for our company. Despite global economic challenges and the lingering effects of the Covid-19 pandemic, we've displayed resilience, determination, and adaptability. Our accomplishments include sustaining profitability and achieving remarkable growth, setting new records for success.

Amidst these challenges, we've stayed devoted to delivering exceptional financial services. We're proud to be a reliable, empathetic partner for individuals and businesses. Our attractive loan facilities showcase our commitment to quality and compliance, fostering strong customer relationships. We express our gratitude to our customers for their trust and wholehearted support.

Our journey's success hinges on the dedication of our exceptional team. Heartfelt gratitude goes to all our tireless employees who've contributed to our collective achievements. Their unwavering commitment, hard work, and passion have propelled our growth. We extend sincere thanks to Government authorities, the Reserve Bank of India, banks, financial institutions, well-wishers, and consultants for their continued guidance and support. Of course, we owe a debt of gratitude to you, our esteemed members, for placing your trust in us and supporting our endeavours. Your loyalty and patronage inspire us to reach new heights and continue delivering exceptional financial solutions.

As we move forward, we remain committed to our mission of becoming the best and preferred financial provider. We're committed to delivering innovative and unparalleled solutions that cater to your evolving needs. With your support, we're confident in reaching higher echelons and solidifying our position as a leading NBFC in India. Thank you once again for being an essential part of our journey. We look forward to your continued support, and with your prayers and encouragement, we are confident that the future holds even greater prospects for all of us.

Thanks & regards,

Board of Directors

JMJ Finance Limited

Board's Report

Dear Shareholders,

Your Directors are delighted to present their Twenty Seventh Annual Report together with the Audited Financial Statements of your Company for the financial Year ended 31st March 2023.

1. Company Overview

JMJ Finance Limited is a Non-Systemically Important Non-Deposit taking NBFC and one among the fastest growing NBFCs in Kerala. The company has 61 Branches spreading across the state of Kerala and Tamil Nadu.

2. Performance Highlights

The performance highlights and summarized financial results of the company are given below-

- The total revenue has increased to Rs. 28,95,48,067/- in 2022-23 as compared to Rs.19,73,87,520/- in 2021-22.
- The net profit of the Company after tax has increased to Rs. 2,31,70,411/- in 2022-23 as compared to Rs. 1,93,70,108/- in 2021-22.

3. Financial Highlights

(Amount in ₹)

| PARTICULARS | 2022-2023 | 2021-2022 |
|---|---------------------|---------------------|
| Revenue from operations | 28,57,72,631 | 18,31,38,361 |
| Other Income | 37,75,436 | 1,42,49,159 |
| Total Revenue | 28,95,48,067 | 19,73,87,520 |
| Less – Expenses | 25,05,72,875 | 17,42,32,076 |
| Profit Before Tax | 3,89,75,193 | 2,31,55,444 |
| Less - Extra-Ordinary Item-Prior Period | 0 | 0 |
| Net Profit Before Tax | 3,89,75,193 | 2,31,55,444 |
| Current Tax | 1,62,23,014 | 38,03,081 |
| Deferred Tax | (4,18,232) | (17,745) |
| Net Profit After Tax | 2,31,70,411 | 1,93,70,108 |
| Earnings Per share (EPS) | 0.89 | 0.74 |

(Note: Figures bracketed denotes loss)

4. State of Company's Affairs and Future Outlook

The main object of your company is loan financing. The company's management team is actively engaged in the creation of products and services aimed at addressing the financial requirements of a diverse customer base, ultimately contributing to the realization of your company's objectives. With regard to the financial performance in the fiscal year 2022-23, your Directors anticipate that your company will attain increased profitability in the coming years as a result of its strategic growth initiatives.

5. Change in Nature of Business, if any

Since your company is a registered NBFC, carrying on the business of loan financing, the company is not authorized to do any other business. Your Company has not carried out any other business activity till date and has no proposal to take up any other business.

6. Dividend

The Board of Directors of your Company does not recommend any final dividend for the financial year 2022-23 with a view to conserve of profits and for investment in business resources of your Company.

7. Amounts Transferred to Reserves:

The Board has not proposed to transfer any amount to its General reserves for the financial year 2022-23. However, your Company has transferred requisite amount to its statutory reserve as per the RBI norms.

8. Transfer of Unclaimed Dividend to Investor Education and Protection Fund

The provisions of Section 125(2) of the Companies Act, 2013 do not apply since there was no dividend declared and paid during the past years.

9. Share Capital & Disclosures

The paid-up capital of the Company stands at Rs.26,18,19,500/- (2,61,81,950 no.'s of equity shares at Rs.10/- each) as on 31st March 2023. Statutory disclosures as per applicable provisions are as follows-

(a) **Buy Back of Securities**

The Company has not bought back any of its securities during the year under review.

(b) **Sweat Equity**

The Company has not issued any Sweat Equity Shares during the year under review.

(c) **Bonus Shares**

No Bonus Shares were issued during the year under review.

(d) **Employees Stock Option Plan**

The Company has not provided any Stock Option Scheme to the employees. Thus, there was no change in capital structure of the company during the period under review.

10. Information about Subsidiary/ JV/ Associate Company

Your Company holds 46.27% equity shares of JMJ Plus Kuries Limited. Salient features of financial statements of the Company's Associates in Form AOC-1 and highlights of the performance of subsidiaries are annexed with the Directors' Report as Annexure – I.

11. Deposits

Your Company is a Non-Deposit Accepting NBFC registered with RBI and accepts funds from public via Subordinated Debt, subject to applicable laws.

Board of Directors in their meeting held on 08.02.2022 has allotted 465 numbers of secured redeemable non-convertible Debentures amounting to Rs.46,50,000/-

- a) Non-Convertible Debentures and Subordinated Debt: As on 31st March, 2023: The Company had outstanding Non-Convertible Debentures of Rs. 46,50,000/- and total outstanding Subordinated Debt was Rs. 91,42,02,000/-.

During the period under review, your Company has neither accepted nor renewed any deposits within the meaning of provisions of Chapter V – Acceptance of Deposits by Companies of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 ie. Public deposits.

| | | | |
|---|------------------------------|-------------------------|------------------------|
| Deposits accepted during the year (Renewal) | Nil | | |
| Deposits remained unpaid or unclaimed as at the end of the year | Nil | | |
| Default in repayment of deposits or payment of interest thereon during the year, if any (indicate no. of cases) | Amount | | |
| | At the beginning of the year | Maximum during the year | At the end of the year |
| | Nil | | |
| Deposits which are not in compliance with the requirements of Chapter V of the Act | Nil | | |

12. Material Changes and Commitments

No material changes and commitments affecting the financial position of your Company occurred between the ends of the financial year to which these financial statements relate on the date of this report

13. Annual Return

The Annual Return as required under section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, in Form MGT-7 will be hosted on the website of the Company (www.jmjcompany.com).

14. Board of Directors and meetings

The Board of Directors comprises of five directors as on date of this report. The Board of Directors of the company met seven times in the Financial Year, as per the provisions of Section 173 of Companies Act, 2013 on following dates.

| Sl.No | Date of meeting | Board Strength | No. of Directors present |
|-------|-----------------|----------------|--------------------------|
| 1 | 27-04-2022 | 5 | 5 |
| 2 | 24-05-2022 | 5 | 5 |
| 3 | 16-08-2022 | 5 | 5 |
| 4 | 01-09-2022 | 5 | 5 |
| 5 | 05-10-2022 | 5 | 5 |
| 6 | 06-12-2022 | 5 | 5 |
| 7 | 28-03-2023 | 4 | 4 |

The intervening gap between any two meetings was within the period prescribed by the Companies Act 2013.

Details of attendance of the directors and the board meeting held during the financial year are given below:

| Name of directors | Total no of meetings entitled to attend | Total no of meetings attended by directors |
|--|---|--|
| Shri.Joel Joju Madathumpady (Director) | 07 | 07 |
| Shri.Nellayiparambil Rappai Roy (Director) | 07 | 07 |
| Shri. Shaji Devassykutty Thaivalappil (Wholetime Director) | 07 | 07 |
| Smt. Indu Kamala Ravindran (Director-Independent) | 07 | 07 |
| CA. P. K. Kumareshbabu (Director-Independent) | 06 | 06 |

15. Committees of Board

a. Audit Committee

The company has an Audit Committee of the Board of Directors ("the Audit Committee") entrusted primarily with the responsibility to supervise the Company's internal controls and financial reporting process and matters as required under applicable provisions of the companies Act 2013. During the Financial Year 2022-23, the Audit committee of the company met 5 times on 01.04.2022, 30.04.2022, 23.08.2022 and 21.11.2022 and 10.03.2023 respectively.

The details of meetings attended by committee members are as follows-

| Sl No | Name of Directors | Total no of meetings entitled to attend | Total no of meetings attended |
|-------|---------------------------------------|---|-------------------------------|
| 1 | Shri. Joel Joju Madathumpady | 5 | 5 |
| 2 | Shri. Shaji Devassykutty Thaivalappil | 5 | 5 |
| 3 | CA. Piskala Kumareshbabu Kuppusamy | 5 | 5 |
| 4 | Smt. Indu Kamala Ravindran | 5 | 5 |

During the year there were no cases of non-acceptance of recommendations of the Audit Committee by the Board of Directors.

b. Nomination & Remuneration Committee

The Company has a Nomination & Remuneration Committee (“NRC”) which deals with matters relating to the size and composition of the Board, succession plans, evaluation of performance, and remuneration framework and policies thereon. During the Financial Year 2022-23, the Nomination and Remuneration committee of the company met 4 times on 01/04/2022, 16/05/2022, 24/09/2022 and 21/03/2023. The details of meetings attended by committee members are as follows-

| Sl No | Name of Directors | Total no of meetings entitled to attend | Total no of meetings attended |
|-------|------------------------------------|---|-------------------------------|
| 1 | Shri. Joel Joju Madathumpady | 4 | 4 |
| 2 | Shri, Nellayiparambil Rappai Roy | 4 | 4 |
| 3 | CA. Piskala Kumareshbabu Kuppusamy | 4 | 4 |
| 4 | Smt. Indu Kamala Ravindran | 4 | 4 |

c. Asset Liability Management Committee (ALCO)

The Company has constituted Asset Liability Management Committee (ALCO) which deals with matters relating to ensuring adherence to the risk tolerance/limits set by the Board as well as implementing the liquidity risk management strategy of the Company. The role of the ALCO with respect to liquidity risk includes, inter alia, decision on desired maturity profile and mix of incremental assets and liabilities, sale of assets as a source of funding, the structure, responsibilities and controls for

managing liquidity risk, and overseeing the liquidity positions of all branches. The committee met once during the Financial Year viz. 25/03/2023. The Committee comprised of the following members as on 31st March, 2023.

| Sl No | Name& Designation | Position held in the committee |
|-------|---|--------------------------------|
| 1. | Shri. Shaji Devassykutty Thaivalappil (Wholetime Director) | Chairman |
| 2. | Shri. Kooliyath Thoams Sherbin (CFO) | Member |
| 3. | Shri. Diaz Mathew (Deputy General Manager) | Member |
| 4. | Shri. Jigesh P. K. (IT Manager) | Invitee |
| 5. | Shri. John Paul K. J. (Assistant Manager- IT) | Invitee |

Company Secretary acts as Secretary to the Committee.

16. Changes in Directors and Key Managerial Personnel (KMP)

Shri. Joel Joju Madathumpady, Director (DIN: 08205250) who is liable to retire by rotation, pursuant to Section 152, has offered himself and given his consent to be reappointed as Director in the Annual General Meeting. Appropriate resolution for his re-appointment is set out in the notice calling AGM.

CS Ramees Rehman Kundodiyil (Membership No: 67045) resigned from the post of Company Secretary of the Company w.e.f. 3rd October 2022. Shri. Shaji Devassykutty Thaivalappil (DIN: 08043511), reappointed as Wholetime Director on 5th October 2022 for a term of 12 months who will hold office up to 4th October 2023. Appropriate resolution for the approval of his re-appointment is set out in the notice calling AGM.

CS Sreenath Sasidharan, (Membership No: 38198) holding membership from Institute of Company Secretaries of India appointed as Whole Time Company Secretary under section 203 of the Companies Act 2013 on 3rd May 2023. Adv. Sandesh Raja Kodungalloor (DIN: 10180299) was appointed as Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. 21/06/2023. Now, the Board propose to regularise/ appoint him as Director (Non-Executive & Independent) in the ensuing AGM, subject to applicable provisions of the Companies Act, 2013. Appropriate resolution needs to be passed as set out in the notice calling AGM for his regularisation.

17. Particulars of Loan, Guarantees and Investments under Section 186

The loan made, guarantee given, or security provided in the ordinary course of business by a NBFC registered with the Reserve Bank of India are exempt from the applicability of the provisions of Section 186 of the Act. As such, the particulars of loans have not been disclosed in this Report. The Company has not made any investment within the meaning of Section 186 of the Act during the FY 2022-23.

For details of investments of the Company, refer to Note No. 12 of the Financial Statements.

18. Particulars of Contract or Arrangements with Related Parties

During the financial year 2022-23, the Company has not entered into any related party transactions within the purview of Section 188 of the Companies Act, 2013. As per Section 134 (3) (h) of the Act, the particulars of Contracts or Arrangements with related parties referred to in Sub-section (1) of Section 188 is required to be provided in the prescribed Form AOC-2 and same is forms part of this Report as Annexure II.

19. Corporate Governance

Your Company has taken certain measures to ensure good corporate governance and promote ethical standards envisaged under the Companies Act 2013. The Board of Directors welcomes the concept of Corporate Governance to ensure that a Company is governed in the best interests of all stakeholders. Corporate Governance is all about promoting fairness, transparency, accountability and compliance with laws. The Company has in place audit committee, nomination and remuneration committee, and has Key Managerial Personnel as per Companies Act 2013, which has helped the Company in improving its corporate governance practices.

20. Secretarial Standards

During the period under review the Company has complied with all applicable Secretarial Standards issued by Secretarial Standards Board of the Institute of Company Secretaries of India.

21. Annual Evaluation:

The Board evaluated the effectiveness of its functioning and that of the Committees and of individual directors by seeking their inputs on various aspects of governance. The main aspects of evaluation included the contribution to governance, participation in planning and fulfillment of obligations and responsibilities by Directors.

22. Dematerialisation of securities

The Ministry of Corporate Affairs (MCA) had made it mandatory for unlisted public Companies to allot its securities and to provide facility for transfer of securities only in demat mode. In order to comply with the MCA directions, the Company had opened facility for dematerialization of its shares with Central Depository Services Limited in 2019. Allotment of shares, if any and transfer of shares shall only be in demat mode. Any member who wishes to transfer their shares, in part/fully to another party shall first apply for opening demats account with CDSL. The members who wish to dematerialise shares in JMJ FINANCE LIMITED may contact their nearest CDSL Depository Participant.

23. Details of Subsidiary, Joint Venture or Associates

No Company has become or ceased to be a Subsidiary, Joint Venture or Associate of the Company during the year.

24. Cost Auditors

The Company is not required to appoint a Cost Auditor pursuant to the provisions of Section 148 Companies Act, 2013.

25. Auditors and Report thereon

The report of the auditors and the financial statements including the consolidated financial statements audited by Statutory Auditors - M/s TAS & CO Chartered Accountants, Vennala, are enclosed herewith as annexure.

The statutory auditors of the company have not reported any fraud pursuant to Section 143(12) of the Companies Act, 2013. The auditors have made necessary disclosures/ statements under applicable laws. M/s TAS & CO Chartered Accountants,

Vennala, were appointed with your approval as the Auditors of your Company for a period of five years till the conclusion of the AGM to be held for FY 2024-25.

26. Conservation of energy, technology absorption and foreign exchange outgo

a. Conservation of Energy: The Company is engaged in the financial services sector and therefore conservation of energy, technology absorption etc. have a limited application. However, the Company follows a practice of purchase and use of energy efficient electrical and electronic equipment and gadgets in its operations. The Company has also taken measures to reduce usage of electricity in its offices/branches.

b. Technology Absorption: During the period under review there was no major technology absorption undertaken by the Company.

c. Foreign Exchange Earnings and Outgo: There was no Foreign Exchange Earnings and Outgo during the year.

27. Risk Management Policy

Your Company is a non-deposit accepting NBFC engaged in loan business and funds are collected mainly through Subordinated Debt and remaining from other borrowings. The risks associated with your Company are perceived in three ways - Market risk, Credit Risk and Operational Risk. Your Company has formulated a risk management policy and has taken measures to address risks associated with business and for improving the skills of employees involved in application side of the policy. The Company has constituted a Risk Management Committee to improve assessment and control of various risks likely to have impact on the business. In our view, there are no material risks which threaten the current position of the Company.

28. Internal Financial Controls

Your company has adequate internal financial controls commensurate with its size and nature of business as detailed in the Financial Statements. The Board has taken measures to improve the quality and effectiveness of accounting and internal audit procedures within the Company and has a team to ensure timely action on major concerns without fail. The Board has adopted a strong internal audit policy and has set procedures to ensure the orderly and efficient conduct of its business, safeguarding of its assets, the prevention and detection of frauds and errors and the accuracy and completeness of accounting records. The top management oversees the functioning of the internal audit team on a regular basis and the reports are reviewed by the audit committee on a periodical basis. Actions are initiated to ensure proper compliance

with all applicable laws and RBI norms. The management is having deliberation with IT experts for improvement of IT aspects of operations for better technology backed financial controls.

29. Particulars of Employees and Related Disclosures

It is hereby confirmed that there are no employees of the company who are in receipt of remuneration in excess of the limits specified under Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and hence the disclosure of particulars in this regard is not applicable.

Your Company has in place “Prevention of Sexual Harassment at workplace” (POSH policy) policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company also has a duly constituted Internal Complaints Committee (ICC) under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act 2013. During the financial year under review, the Committee/ Company has not received any complaints with allegations of sexual harassment falling within the purview of the policy.

30. Commission

The Company has not provided any commission which falls within the purview of Companies Act 2013, to its MD/WTD and hence the provisions relating to disclosure are not applicable.

31. Secretarial Audit Report

The provisions of the Companies Act, 2013 and the rules framed there under relating secretarial audit report are not applicable to the company

32. Corporate Social Responsibility (CSR)

The provisions of Section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility (CSR) do not apply to your company, hence no disclosures in this regard have been made in this report.

33. Order of Court

There are no significant and material orders passed by the regulators or courts or Tribunals impacting the going concern status and company's operation in future.

34. Details of auctions held during the year 2022-23.

Additional disclosures as required by Circular DNBS.CC.PD.No.356/03.10.01/2013-2014 dated September 16, 2013 issued by Reserve Bank of India on auction of gold ornaments pledged by borrowers, during the financial year 2022-23 are given below.

***Amount in Lakhs (Rs)**

| Year | No. of Loan Accounts | Principal amount outstanding at the dates of auctions (A) | Interest & Other Charges outstanding at the dates of auctions (B) | Total (A+B) | Value Fetched |
|---|----------------------|---|---|-------------|---------------|
| 2022-23 | 164 | 188.02 | 59.52 | 247.54 | 269.53 |
| *excluding GST collected from the buyer. | | | | | |
| No sister concerns participated in the auctions held during the period. | | | | | |

35. Vigil Mechanism.

The Company has established a vigil mechanism to promote ethical behavior in all its business activities and has in place a mechanism for employees to report any genuine grievances, illegal, unethical behaviors, suspected fraud, violation of laws, rules and regulations etc. The Company has a whistle blower policy in place which is duly approved by the Board of Directors which also provides for adequate protection to the whistle blower against victimization or discriminatory practices. The Whistle Blower Policy is hosted on the website of the Company (www.jmjcompany.com).

36. Women Director

The Company is not covered under rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and hence it is not mandatory to appoint women director in the Board. However company has a women director in the Board.

37. Declaration from Independent Directors on annual basis

The Company has received necessary declarations from the Independent Directors of the Company as per Section 149(7) of the Companies Act, 2013 in conformity with the criteria laid down in Section 149 (6) of Companies Act, 2013.

38. RBI Guidelines

Your Company has complied with all the applicable regulations prescribed by the Reserve Bank of India from time to time.

39. Director's Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that:

- (a) in the preparation of the annual accounts for the financial year ended 31st March 2023, the applicable accounting standards have been followed and there are no material departures from the same.
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss and cash flow of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the company being unlisted sub clause (e) of section 134(3) is not applicable; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

40. Cautionary Statement

Statements in the Board's report and annexures describing the Company's projections, estimates and expectations may be forward looking, within the meaning of the applicable laws, and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

41. Acknowledgement

Your Directors express their sincere gratitude to the Reserve Bank of India, Government Authorities, Banks, Customers, shareholders and all other stakeholders, for the magnanimous support given to the Company.

Your Directors also take this opportunity to appreciate the dedicated and sincere services and support rendered by the employees of the Company.

For and on behalf of the Board of Directors

Sd/-

Shaji Devassykutty Thaivalappil
Wholetime Director
(DIN: 08043511)

Sd/-

Nellayiparambil Rappai Roy
Director
(DIN: 08043543)

Place; Thrissur

Date: 02/09/2023

Annexure I

Form AOC- 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries or associate companies or Joint ventures

Part A Subsidiaries: NIL

Part B Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

| Name of Associates | JMJ Plus Kuries Limited |
|---|---|
| 1. Latest audited Balance Sheet Date | 31/03/2023 |
| 2. Date on which the Associate or Joint Venture was associated or acquired | 18/12/2014 |
| 3. Shares of Associate or Joint Ventures held by the company on the year end | |
| Number of shares | 360 |
| Amount of Investment in Associates or Joint Venture | Rs. 18,00,000/- |
| Extent of Holding (in percentage) | 46.27% |
| 4. Description of how there is significant influence | Significant influence due to ownership percentage, voting rights etc. |
| 5. Reason why the associate/Joint venture is not consolidated. | - |
| 6. Net worth attributable to shareholding as per latest audited Balance Sheet | Rs. 30,77,859/- |
| 7. Profit or Loss for the year | |
| i. Considered in Consolidation | Rs. 31,015/- |
| ii. Not Considered in Consolidation | - |

Financial Performance highlights of JMJ Plus Kuries Limited

(Amount in ₹)

| Sl. No. | Particulars | Financial Year Ended on March 31, 2023 | Financial Year Ended on March 31, 2022 |
|---------|-------------------------|--|--|
| 1 | Gross Income | 50,097 | 48,242 |
| 2 | Less: Total Expenditure | 1,14,898 | 1,33,198 |
| 3 | Profit/ Loss Before Tax | (64,801) | (84,956) |
| 4 | Profit/ Loss After Tax | (67,027) | (87,233) |

The Company's (JMJ Plus Kuries Limited) recent financial performance indicates limited activity. In the fiscal year 2022-23, there was a modest increase in gross revenue, reaching Rs. 50,097/- compared to Rs. 48,242/- in the previous fiscal year 2021-22. Additionally, the company managed to reduce its net loss after tax to Rs. 67,027/- in 2022-23, showing improvement from the net loss of Rs. 87,233/- reported in 2021-22.

For and on behalf of the Board of Directors

Sd/-

Shaji Devassykutty Thaivalappil
Wholtime Director
(DIN: 08043511)

Sd/-

Nellayiparambil Rappai Roy
Director
(DIN: 08043543)

Place: Thrissur

Date: 02/09/2023

Annexure – I**FORM NO. AOC-2**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto (Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014).

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL

| Sl. No. | Particulars | Details |
|---------|---|---------|
| A | Name(s) of the related party and nature of relationship | |
| B | Nature of contracts/arrangements/transactions | |
| C | Duration of the contracts/arrangements/transactions | |
| D | Salient terms of the contracts or arrangements or transactions including the value, if any | |
| E | Justification for entering into such contracts or arrangements or transactions | |
| F | Date of approval by the Board | |
| G | Amount paid as advances, if any | |
| H | Date on which the special resolution was passed in General meeting as required under first proviso to section 188 | |

2. Details of material contracts or arrangement or transactions at arm's length basis: NIL

| Sl. No. | Particulars | Details |
|---------|---|---------|
| A | Name(s) of the related party and nature of relationship | |
| B | Nature of contracts/arrangements/transactions | |
| C | Duration of the contracts/arrangements/transactions | |
| D | Salient terms of the contracts or arrangements or transactions including the value, if any: | |
| E | Date(s) of approval by the Board, if any | |
| F | Amount paid as advances, if any: | |
| G | Form shall be signed by the persons who have signed the Board's report. | |

For and on behalf of the Board of Directors

Sd/-

Shaji Devassykutty Thaivalappil**Wholetime Director****(DIN: 08043511)**

Place: Thrissur

Date: 02/09/2023

Sd/-

Nellayiparambil Rappai Roy**Director****(DIN: 08043543)**

UDIN: 23234822BGSBUW7611

INDEPENDENT AUDITORS' REPORT

To, The Members of
M/s. JMJ FINANCE LIMITED

Report on the Standalone Financial Statements

We have audited the financial statements of **M/s. JMJ FINANCE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the State of Affairs of the Company as at March 31, 2023, its Profits, Change in Equity and Cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Key Audit matter | Auditor's Response |
|---|---|
| 1. Related party transaction We identified related party transactions as a key audit matter due to the significance of related party transactions, regulatory compliance and risk of such transactions remaining undisclosed in the financial statements. | (i) Evaluated the Company's policies, processes and procedures in respect of identifying and disclosing related party transactions. (ii) Read the minutes of meetings of the shareholders, Board and Audit Committee regarding the Company's assessment of related party transactions for arm's length pricing. (iii) Assessed the compliance with Companies Act 2013, including authorisation and approvals as specified in sections 177 and 188 of the Companies Act, 2013, and Rules thereon and the Securities and Exchange Board of India regulations with respect to related party transactions. (iv) Tested on a sample basis related party transactions with the underlying contracts and other documents. |
| 2. Compliance and Disclosure requirements Compliance and disclosure requirements under the applicable Indian Accounting Standards, Reserve Bank of India (RBI) guidelines and other applicable statutory, regulatory and financial reporting framework. | (i) Assessed the systems and processes laid down by the Company to appropriately ensure compliance and disclosures as per the applicable Indian Accounting Standards, RBI guidelines and other applicable statutory, regulatory and financial reporting framework. (ii) Designed and performed audit procedures to assess the completeness and correctness of the details disclosed having regard to the assumptions made by the management in relation to the applicability and extent of disclosure requirements. (iii) Relied on internal records of the Company and external confirmations wherever necessary. |

| | |
|---|--|
| 3. IT Systems and Controls The Company uses Information Technology (IT) application for financial accounts and reporting process. Any gap in the financial accounting and reporting process may result in a misstatement, hence we have identified IT systems and | (i) Understood the IT systems and controls over key financial accounting and reporting systems. (ii) Tested the general IT controls for design and operating effectiveness. |
|---|--|

| | |
|--|---|
| controls over financial reporting as a Key Audit Matter. | <p>(iii) Understood the changes made in the IT environment during the year and ascertained its effect on the financial statements controls and accounts.</p> <p>(iv) We also assessed, through sample tests, the information generated from these systems which were relied upon for our audit.</p> |
|--|---|

Information other than the financial statements and auditors' report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate

internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the company or the cease operations, or has no realistic alternative

but to do so. The Board of Directors are also responsible for overseeing the company's financial reporting process.

We communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- i. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ii. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- iv. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date

of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- v. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. This Report include, a statement on the matters specified in paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013. The same is given in the **Annexure A**.
2. Our report on the internal financial controls of the company as required under clause (i) of sub-section (3) of Section 143 of the Companies Act, 2013 is given as **Annexure B**.
3. The company has provided the requisite disclosures in its financial statements as to holding as well as dealings in Scheduled Bank Notes during the period. There are no such transactions to disclose.
4. Rule 11(g) of the Companies (Accounts) Rules, 2014 requires reporting on the use of accounting software by a company for maintaining its books of accounts which has a feature of recording audit trail. As per the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), for the financial year commencing on or after the 1st day of April, 2023, every company which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled. Since the said proviso is applicable to the Company only with effect from the financial year beginning 1 April 2023, the reporting required as per Rule 11(g) is not applicable for the previous year 2022-23.
5. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
- e) On the basis of written representations received from the directors as on March 31, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as March 31, 2023, from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial statement reporting of the company and the operating effectiveness of such controls, refer to our separate Report in '**Annexure B**'.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Section 197(16) of the Act, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The management has represented that other than those disclosed in the notes to accounts that, there were no funds which have been advanced or loaned or invested by the company to or any other person including foreign entities whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- v. The management has represented that other than those disclosed in the notes to accounts that, there were no funds which have been received by the company from any persons or entities including foreign entities whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vi. There was no dividend declared or paid during the year by the company.

Place : Ernakulam

Date : 02-09-2023

For TAS & CO.,
CHARTERED ACCOUNTANTS
FRN: S200024

Sd/-
CA. ABHIJITH SATHEESH, B.Com, FCA
Designated Partner
M.No. 234822

Referred to in Paragraph 1 under the heading “Report on other legal and regulatory requirement” of our report of even date to the members of M/s. JMJ FINANCE LIMITED on the accounts of the company for the year ended March 31, 2023.

In terms of Companies (Auditor's Report) Order 2020, issued by the Central Government of India, in terms of section 143(11) of The Companies Act, 2013, we further report, on the matters specified in paragraph 3 and 4 of the said Order, that:-

1. a) The company is maintaining proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.

b) The company has maintained proper records showing full particulars of Intangible assets.

c) The major Property, plant and equipment of the company have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us there are no immovable properties in the name of the Company during the year.

d) The company has not revalued its Property, Plant & Equipment or Intangible assets or both during the year.

e) No proceedings have been initiated against the company for holding benami property under The Benami Transactions (Prohibition) Act, 1988 and rules made thereunder and the details have been appropriately disclosed in the financial statements.
2. In our opinion and according to the information and explanation given to us, the nature of the Company's business is such that it is not required to hold any inventories. Accordingly, reporting under clause 3(ii) of the Order is not applicable to the Company.
3. The Company has not made investments in, provided any guarantee or security or guarantee. The Company is a Non-Banking Financial Company engaged in the business of granting loans.
4. The company has not given any loans or guarantees/made any investments within the meaning of sections 185 & 186 of The Companies Act, 2013.

5. According to the information and explanations given to us, the Company has not accepted deposits from the public. There for directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, shall not apply to the company.
6. The Central Government has not prescribed the maintenance of cost records to the company under Section 148(1) of Companies Act, 2013.
7. In respect of statutory dues:
 - a) The company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-Tax, Goods and Service Tax, Cess and other material statutory dues have been regularly deposited with appropriate authorities.
 - b) According to information and explanations given to us and based on the records of Company examined by us, details of dues of Income Tax, Wealth Tax, Excise Duty, VAT or Goods and Service Tax, or Cess which have not been deposited with the relevant authorities, on account of any dispute, as at 31st March 2023, are as shown below:

| Name of the Statute | Nature of the Dues | Amount | Period to which the amount relates | Forum where dispute is pending |
|----------------------|--------------------|--------------|------------------------------------|--|
| Income Tax Act, 1961 | Income Tax | ₹7,18,42,690 | AY 2018-19 | Additional/Joint/Assistant Commissioner of Income Tax, National E-Assessment Centre, Delhi |

- c) The company has received an order u/s 250 of Income Tax Act, 1961 on 31-10-2022 (ref: DIN & Order No: ITBA/NFAC/S/250/2022-23/1046534753(1)). As per the order the grounds of appeal for AY 2017-18 are 'Allowed' and accordingly demand against the company of Rs 1,18,17,819 is standing withdrew.
8. There are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
9. (a) The company has not defaulted in any repayment of dues to any financial institution or bank or debenture holders.

- (b) The company has not been declared as a wilful defaulter by any bank or financial institution or other lender.
10. (a) The company has not made any initial public offer during the year.
- (b) The company has not made preferential allotment or private placement of shares/ debentures during the year.
11. (a) Based on our audit procedures and according to the information and explanations given to us by the management, we report that no fraud by the company or on the company by its officers/employees have been noticed or reported during the course of our audit.
- (b) During the year no report under sub-Section (12) of Section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.
- (c) The Company has not received any whistle blower complaints during the year.
12. The company is not a Nidhi Company and thus the matters in the said order are not applicable to the company.
13. The transactions entered into with related parties are in compliance with section 177 & 188 of The Companies Act 2013 and the details have been disclosed in the financial statements as required by the applicable accounting standards.
14. (a) The company has an internal audit system commensurate with the size and nature of its business.
- (b) The company is not covered by section 138 of the Companies Act, 2013, related to appointment of internal auditor of the company. Therefore, the company is not required to appoint any internal auditor. Therefore, the provisions of Clause (xiv) of paragraph 3 of the order are not applicable to the Company.
15. The company has not entered into any non-cash transactions with directors or persons connected with directors, during the year.
16. (a) The Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and has obtained the registration.

- (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act 1934.
- (c) The Company is not a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India.
- (d) The company does not come under any group and thus no CIC's in its group.
17. The company has not incurred any cash losses during the current Financial Year and during the immediately preceding Financial Year.
18. There has been no resignation of the statutory auditors of the Company during the year.
19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
20. Since section 135 of the Companies Act, 2013 is not applicable to the company, the reporting under this clause is not applicable.
21. In respect of audit of standalone financial statements, report under clause 3(xxi) of CARO 2020 is not applicable. Hence no comment included with respect to the said clause.

Place : Ernakulam

Date : 02-09-2023

For TAS & CO.,
CHARTERED ACCOUNTANTS
FRN: S200024

Sd/-
CA. ABHIJITH SATHEESH, B.Com, FCA
Designated Partner
M.No. 234822

Annexure B

Annexure B referred to Paragraph 2 under the heading “Report on Other Legal & Regulatory Requirement” of our report of even date to the members of M/s. JMJ FINANCE LIMITED on the accounts of the Company for the year ended March 31, 2023.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of M/s. JMJ FINANCE LIMITED, CIN: U65910KL1996PLC010270, Corporate address: Door No.25/469/23, 3rd Floor, Pooma Complex, Naduvilal Jn., M.G Road, Thrissur-680001, as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the guidance note on audit of internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the guidance note on audit of internal financial controls over financial reporting (the ‘Guidance Note’) and the standards on auditing (the ‘Standards’) issued by ICAI and

deemed to be prescribed under section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the guidance note issued by the ICAI.

Place : Ernakulam

Date : 02-09-2023

For TAS & CO.,
CHARTERED ACCOUNTANTS
FRN: S200024

Sd/-

CA. ABHIJITH SATHEESH, B.Com, FCA
Designated Partner
M.No. 234822

Standalone Balance Sheet as at March 31, 2023

₹ in Lakhs

| Particulars | Note | As at 31-03-2023 | As at 31-03-2022 |
|---|------|---------------------|---------------------|
| I EQUITY AND LIABILITIES | | | |
| (1) Shareholders' funds | | | |
| (a) Share capital | 3 | 2,618.20 | 2,618.20 |
| (b) Reserves and surplus | 4 | (60.80) | (292.50) |
| (2) Non current liabilities | | | |
| (a) Long term borrowings | 5 | 9,188.52 | 6,832.54 |
| (b) Long term provisions | 6 | 52.06 | 33.19 |
| (c) Other long term liabilities | 7 | 2.52 | 9.15 |
| (3) Current liabilities | | | |
| (a) Short term borrowings | 8 | 132.52 | 856.26 |
| (b) Other current liabilities | 9 | 810.81 | 714.10 |
| (c) Short term provisions | 10 | 1,118.32 | 770.64 |
| | | 13,862.14 | 11,541.58 |
| II ASSETS | | | |
| (1) Non-current assets | | | |
| (a) Property, plant & equipment and Intangible assets | 11 | | |
| (i) Property, plant and equipment | | 389.34 | 377.67 |
| (ii) Intangible assets | | 19.46 | 13.70 |
| (b) Non-current investments | 12 | 150.40 | 238.97 |
| (c) Long term loans and advances | 13 | 1,096.19 | 1,428.14 |
| (d) Deferred tax assets (Net) | | 10.05 | 5.87 |
| (2) Current assets | | | |
| (a) Cash and cash equivalents | 14 | 871.87 | 866.02 |
| (b) Short term loans and advances | 15 | 11,004.02 | 8,185.81 |
| (c) Other current assets | 16 | 320.80 | 425.41 |
| | | 13,862.14 | 11,541.58 |

The accompanying notes form integral part of the financial statements (Note no. 1, 2)

For and on behalf of the Board of Directors

As per our report of even date attached

SHAJI DEVASSYKUTTY THAIVALAPPIL Sd/-
(Whole Time Director)
DIN-08043511

NELLAYIPARAMBIL RAPPAL ROY Sd/-
(Director)
DIN-08043543

SHERBIN K T Sd/-
Chief Financial Officer

SREENATH SASIDHARAN Sd/-
Company Secretary

For TAS & CO.,
CHARTERED ACCOUNTANTS
FRN: S200024

Sd/-
CA. ABHIJITH SATHEESH, B.Com, FCA
Designated Partner
M.No. 234822

Place : Thrissur

UDIN: 23234822BGSBUW7611

Date : 02-09-2023

Standalone Statement of Profit and Loss for the year ended March 31, 2023

₹ in Lakhs

| Particulars | Note | Year ended 31-03-2023 | Year ended 31-03-2022 |
|---|------|--------------------------|--------------------------|
| I Revenue | | | |
| Revenue from operations | 17 | 2,857.73 | 1,831.38 |
| Other income | 18 | 37.75 | 142.49 |
| Total income | | 2,895.48 | 1,973.88 |
| II Expenses | | | |
| Employee benefits expense | 19 | 582.23 | 322.93 |
| Finance costs | 20 | 1,145.38 | 1,003.01 |
| Depreciation and amortization expense | 21 | 46.22 | 42.84 |
| Other expenses | 22 | 731.90 | 373.54 |
| Total expenses | | 2,505.73 | 1,742.32 |
| III Profit before exceptional and extraordinary items and tax (I-II) | | 389.75 | 231.55 |
| IV Exceptional/ extraordinary items | | | |
| V Profit before tax (III-IV) | | 389.75 | 231.55 |
| VI Tax expense: | | | |
| (1) Current tax | | 162.23 | 38.03 |
| (2) Deferred tax expense/(income) | | (4.18) | (0.18) |
| VII Net Profit/ (Loss) for the year (V-VI) | | 231.70 | 193.70 |
| X Earnings per equity share: | | | |
| Basic in (in ₹) | | 0.88 | 0.74 |
| Diluted in (in ₹) | | 0.88 | 0.74 |

The accompanying notes form integral part of the financial statements (Note no. 1, 2)

For and on behalf of the Board of Directors

As per our report of even date attached

SHAJI DEVASSYKUTTY THAIVALAPPIL
(Whole Time Director)
DIN-08043511

Sd/-

NELLAYIPARAMBIL RAPPAL ROY
(Director)
DIN-08043543

Sd/-

SHERBIN K T
Chief Financial Officer

Sd/-

SREENATH SASIDHARAN
Company Secretary

Sd/-

For TAS & CO.,
CHARTERED ACCOUNTANTS
FRN: S200024

Sd/-
CA. ABHIJITH SATHEESH, B.Com, FCA
Designated Partner
M.No. 234822

UDIN: 23234822BGSBUW7611

Place : Thrissur

Date : 02-09-2023

Standalone Cash flow statement for the year ended March 31, 2023

₹ in Lakhs

| Particulars | Year ended 31-03-2023 | Year ended 31-03-2022 |
|--|--------------------------|--------------------------|
| A. Cash flows from operating activities | | |
| Net profit before tax | 389.75 | 231.55 |
| Adjustment for : | | |
| Loss on sale of fixed assets | 1.85 | 0.13 |
| Interest and other non-business income | (37.75) | (142.49) |
| Depreciation and amortization | 46.22 | 42.84 |
| Finance cost | 1,145.38 | 1,003.01 |
| Provision for gratuity | 22.43 | 6.56 |
| Loss on kuri | 13.50 | 46.72 |
| Provision for standard assets | 6.12 | 0.94 |
| Provision for non performing assets | - | (92.85) |
| Operating profit/(loss) before working capital changes | 1,587.51 | 1,096.41 |
| Increase/(Decrease) in other current liabilities | 459.06 | 61.78 |
| Decrease/(Increase) in loans and advances | (2,483.12) | (830.03) |
| Decrease/(Increase) in other current assets | 104.61 | 287.32 |
| Net cash generated from operations | (331.95) | 615.48 |
| Less : Income tax | (162.23) | (46.24) |
| Net cash flow from operating activities (A) | (494.18) | 569.24 |
| B. Cash flows from investing activities | | |
| Purchase of fixed assets | (68.85) | (24.62) |
| Investment in shares | - | 0.01 |
| Kuri Investments | 88.56 | 68.77 |
| Interest on investments | 37.75 | 142.49 |
| Loss on kuri investments | (13.50) | (46.72) |
| Sale of fixed assets | 3.35 | 0.22 |
| Security deposits and advances | (3.14) | 1.36 |
| Net cash used in investing activities (B) | 44.16 | 141.50 |
| C. Cash flows from financing activities | | |
| Proceeds from issue of debentures | - | 46.50 |
| Issue of non convertible subordinated debts (net) | 2,355.98 | 898.36 |
| Kuri loans | (30.99) | (161.59) |
| Repayment of bank borrowings | (723.74) | (696.52) |
| Interest on loans and borrowings | (1,145.38) | (1,003.01) |
| Net cash used in financing activities (C) | 455.87 | (916.26) |
| D. Net increase in cash and cash equivalents (A+B+C) | 5.85 | (205.51) |
| E. Cash and cash equivalents at the beginning of the year | 866.02 | 1,071.53 |
| F. Cash and cash equivalents in the end of the year | 871.87 | 866.02 |

For and on behalf of the Board of Directors

SHAJI DEVASSYKUTTY THAIVALAPPIL
(Whole Time Director)
DIN-08043511

Sd/-

NELLAYIPARAMBIL RAPPAL ROY
(Director)
DIN-08043543

Sd/-

SHERBIN K T
Chief Financial Officer

Sd/-

SREENATH SASIDHARAN
Company Secretary

Sd/-

As per our report of even date attached

For TAS & CO.,
CHARTERED ACCOUNTANTS
FRN: S200024

Sd/-
CA. ABHIJITH SATHEESH, B.Com, FCA
Designated Partner
M.No. 234822

UDIN: 23234822BGSBUW7611

Place : Thrissur
Date : 02-09-2023

JMJ FINANCE LIMITED

Door No.25/469/23 3rd Floor, Pooma Complex, Near Naduvilal Jn, M.G. Road, Thrissur-680001

NOTES ON STANDALONE FINANCIAL STATEMENTS**1. Background**

JMJ FINANCE LIMITED was incorporated on 9th April, 1996. The company is a Non-Banking Financial Company – Non-Deposit taking Non-Systematically Important (NBFC-ND) as defined under 45-IA of the Reserve Bank of India Act, 1934. The company is primarily engaged in business of Loan Finance but the company shall not do the business of Banking within the purview of the Banking Regulations Act, 1949.

2. Significant Accounting Policies

The significant Accounting Policies followed by the company are as stated below:

2.1 General

The financial statements are prepared under historical cost convention. These statements have been prepared in accordance with applicable mandatory Accounting Standards and relevant presentational requirements of The Companies Act, 2013.

2.2 Use of Estimates

The preparation of financial statements in conformity with the Indian Generally Accepted Accounting Principal (GAAP) requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and reported amount of income and expenses during the period. Actual figures may differ from these estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

2.3 Property, plant and Equipment

Property, Plant and Equipment are stated at historical cost less accumulated depreciation. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the management.

Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with them will flow to the Company and the cost of the expenditure can be measured reliably. Repairs and Maintenance costs are recognized in the Statement of Profit and Loss when they are incurred.

2.4 Depreciation

Depreciation on property, plant and equipment has been provided under Straight Line Method over the useful life of the assets estimated by the management which is in line with the terms prescribed in Schedule II to The Companies Act, 2013. Depreciation for assets purchased/sold during the period is proportionately charged. Depreciation methods, useful lives & residual values are reviewed periodically.

The management estimates the useful life of the assets as follows:

| Asset | Useful life |
|--------------------------|-------------|
| Building | 30 years |
| Office equipment | 5 years |
| Computer and peripherals | 3 years |
| Motor vehicles | 15 years |
| Furniture and fixtures | 10 years |
| Plant and machinery | 10-15 years |

2.5 Amortization of Intangible Assets

Intangible Assets are amortized over their expected useful life. It is stated at cost, net of amortization. Computer software is reclassified as intangible asset during the current financial year and is amortized as per Companies Act 2013.

The management estimates the useful life of the assets as follows:

| Intangible Asset | Useful Life |
|-------------------|-------------|
| Computer Software | 3 yrs |

2.6 Inventories

The company does not hold any inventories during the year.

2.7 Revenue Recognition

Revenues are recognized and expenses are accounted on accrual basis with necessary provisions for all known liabilities and losses. Revenue is recognized to the extent it is realizable wherever there is uncertainty in the ultimate collection. Income from non-performing assets is recognized only when it is realized. Interest income on deposits is recognized on time proportionate basis.

2.8 Foreign Currency Transactions

The company has no foreign currency transaction during the year.

2.9 Government Grants

The company has not received any Government grants during the year.

2.10 Investments

Investments that are readily realizable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost.

2.11 Employee Benefits

- (i) Short term employee benefits such as salaries, wages, bonus and incentives which fall due within 12 months of the period in which the employee renders the related services which entitles him to avail such benefits are recognized on an undiscounted basis and charged to the profit and loss account.
- (ii) Defined contribution plans- Contribution made to the Recognized Provident Fund and Employee State Insurance Corporation are expensed to the Statement of Profit and Loss. The company's obligation is limited to the amount contributed by it. Provision for Gratuity has been provided and expensed to the Statement of Profit and Loss.

2.12 Borrowing Costs

Interest on borrowings is recognized in the Statement of Profit and Loss on an accrual basis. Costs associated with borrowings are grouped under finance charges along with interest costs.

2.13 Segment Reporting

Since the company operates in single segment, no further disclosure is required to be given as per the notified AS-17 'Segment Reporting'.

2.14 Taxes on Income

Income tax expense comprises current tax and deferred tax charge or credit. The current tax is determined as the amount of tax payable in respect of the estimated taxable income of the period. The deferred tax charge or credit is recognized using prevailing enacted or substantively enacted tax rates. Where there is unabsorbed depreciation or carry forward losses, deferred tax asset is recognized only if there is virtual certainty of realization of such assets. Other deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Deferred tax assets are reviewed at each Balance Sheet date based on the developments during the year and available case laws, to reassess realization/liabilities. The net deferred tax position as on 31-03-2023 is a Deferred Tax Asset of ₹ 10,04,961.

2.15 Impairment of Assets

The carrying amount of assets is reviewed at each Balance Sheet date to check whether there is any indication of impairment based on internal/external factors. An impairment loss will be recognized wherever the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to the present value using the weighted average cost of capital.

2.16 Provisions, Contingent Liabilities and Contingent Assets

The company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognized nor disclosed in the financial statements.

The company makes provision for standard assets and non-performing assets as per Master Direction Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016. Provision for standard assets in excess of the prudential norms, as estimated by the management, is categorized under Provision for Standard Assets, as General provisions and/or as Gold Price Fluctuation Risk provisions.

2.17 Contingent Liabilities and Commitments

Contingent Liability not Provided for -The Income tax Department has raised a demand of Rs 7,18,42,690 for AY 2018-19. The company has filed an appeal before the Commissioner of Income Tax (Appeals), Thrissur against the demand for AY 2017-18 and received an order u/s 250 of Income Tax Act,1961 on 31-10-2022 (ref: DIN & Order No: ITBA/NFAC/S/250/2022-23/1046534753(1)). As per the order, the grounds of appeal for AY 2017-18 are 'Allowed' and accordingly demand against the company of Rs 1,18,17,819 is standing withdrew. The company has

filed an appeal before the Commissioner of Income Tax (Appeals), Thrissur against the demand for AY 2018-19.

The management is of the opinion that no provision is required for such liability.

2.18 Disclosure in accordance with AS-15 on Employee Benefits

₹ In Lakhs

| Defined Benefit plan | 31.03.2023 | 31.03.2022 |
|-----------------------------|-------------------|-------------------|
| Gratuity | 55.89 | 34.91 |
| | 55.89 | 34.91 |

| Defined Benefit plan: Current and Non-Current Liability | 31.03.2023 | 31.03.2022 |
|--|-------------------|-------------------|
| Current liability | 3.84 | 1.72 |
| Non-Current liability | 52.05 | 33.19 |
| | 55.89 | 34.91 |

| Summary of Actuarial assumptions used in Valuation | 31.03.2023 | 31.03.2022 |
|---|-------------------|-------------------|
| Discount rate | 7.21% | 7.32% |
| Salary Escalation rate | 10.00% | 10.00% |
| Employee turnover rate | 5.00% | 5.00% |

| DBO Sensitivities As at | 31.03.2023 |
|--------------------------------|-------------------|
| DBO - Base Assumptions | 55.89 |
| Discount rate: +1% | 48.45 |
| Discount rate: -1% | 65.14 |
| Salary escalation rate: +1% | 64.78 |
| Salary escalation rate: -1% | 48.56 |
| Attrition rate: 25% increase | 52.64 |
| Attrition rate: 25% decrease | 59.78 |

Note:

The above disclosures are based on information certified by the independent actuary and relied upon by the Company.

2.19 Earning per share

| Sl. No. | Particulars | FY 2021-22 | FY 2021-22 |
|----------------|--|---------------------|---------------------|
| A | Calculation of Basic EPS: | <i>(₹ in Lakhs)</i> | <i>(₹ in Lakhs)</i> |
| (i) | Profit after tax attributable to Equity Shareholders | 231.70 | 193.70 |
| (ii) | Equity shares outstanding during the year | 2,61,81,950 | 2,61,81,950 |
| (iii) | Face value of equity share | 10 | 10 |
| | Basic EPS | 0.885 | 0.740 |

| B | Calculation of Diluted EPS: | <i>(₹ in Lakhs)</i> | <i>(₹ in Lakhs)</i> |
|----------|--|---------------------|---------------------|
| (i) | Profit after tax attributable to Equity Shareholders | 231.70 | 193.70 |
| (ii) | Equity shares outstanding during the year | 2,61,81,950 | 2,61,81,950 |
| (iii) | Face value of equity share | 10 | 10 |
| | Diluted EPS | 0.885 | 0.740 |

2.20 Related Party Disclosures

Name of the related party and nature of relationship

Enterprises in which director(s) has significant influence

1. JMJ Nidhi Limited

| Enterprise Name | Name of Director |
|------------------------|-------------------------|
| JMJ Nidhi Limited | Joel Joju Madathumpady |

- (a) List of related parties where control exists and related parties whom transaction have taken place and relationships.

| Sl. No. | Name and particulars of related parties | Relationship | Description of Relationship |
|----------------|--|-------------------------------------|------------------------------------|
| 1. | Shaji T D | Whole time Director | KMP |
| 2. | Joel M J | Director | |
| 3. | Roy N R | Director | |
| 4. | Sherbin K T | Chief Financial Officer | |
| 5. | Ramees Rehman K | Company Secretary | |
| 6. | Grace Carmalin | Relative of Chief Financial Officer | Relative of KMP |
| 7. | Joju M J | Relative of Director | |
| 8. | Shiny Joju | Relative of Director | |
| 9. | JMJ Finance (KML) | Relative of Director | |
| 10. | Mary Reema | Relative of Chief Financial Officer | |

To comply with the disclosure requirement of the Companies (Accounting Standard) Rules, 2006 the following transactions with the related parties are shown as per the AS-18 related party disclosure.

(b) Related party transactions during the year

| Sl. No. | Particulars | Amount (₹ in Lakhs) |
|-----------|--|---------------------|
| 1. | Remuneration to Key managerial persons: | |
| | (i) Shaji T D | 5.20 |
| | (ii) Roy N R | 5.20 |
| | (iii) Ramees Rehman K | 2.80 |
| | (iv) Sherbin K T | 5.35 |
| 2. | Loans disbursed during the year: | |
| | (i) Shaji T D | 3.50 |
| | (ii) JMJ Finance | 110.00 |
| 3. | Loans repaid during the year: | |
| | (i) Shaji T D | 3.50 |
| | (ii) JMJ Finance | 50.00 |
| 4. | Interest received during the year: | |
| | (i) Shaji T D | 1.65 |
| | (ii) JMJ Finance | 4.64 |
| 5. | Incentive paid: | |
| | (i) Joel M J | 1.24 |
| | (ii) Roy N R | 1.31 |
| | (iii) Sherbin K T | 0.001 |
| | (iv) Shiny Joju | 1.21 |
| | (v) Shaji T D | 0.07 |
| | (vi) Joshua M J | 0.80 |
| 6. | Interest paid on bonds: | |
| | (i) Grace Carmalin | 0.03 |
| | (ii) Mary Reema | 0.04 |
| | (iii) Sherbin K T | 0.04 |
| | (iv) JMJ Finance | 7.56 |
| | (v) Joju M J | 1.79 |
| | (vi) Joel M J | 2.08 |

2.21 There has been no significant impact on the operations and financial position of the company on account of the outbreak of COVID-19 pandemic and consequential lock-down restrictions imposed by the Government.

- (b) There are no transactions with struck off companies under section 248 or 560
- (c) No charges or satisfaction is yet to be registered with Registrar of Companies beyond the statutory period.
- (d) There is no Scheme of Arrangements that has been approved in terms of sections 230 to 237
- (e) There are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (f) The company is not covered under section 135.
- (g) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year

2.22 Previous year figures have been regrouped /reclassified wherever necessary to suit the current year's layout.

2.23 Additional Regulatory Information

(a) Financial Ratios

As on 31 March, 2023

| Ratio | Numerator | Denominator | Current period | Previous period | % of Variance |
|------------------------------------|--------------------------------------|---|----------------|-----------------|---------------|
| Liquidity ratio | | | | | |
| Current ratio (times) ¹ | Total current assets | Total current liabilities | 5.92 | 4.05 | 46.07% |
| Solvency ratio | | | | | |
| Debt-Equity Ratio (times) | Total Debt | Shareholder's Equity | 3.65 | 3.31 | 10.14% |
| Debt Service Coverage (times) | Earnings available for Debt services | Total debt service costs | 0.85 | 0.75 | 12.68% |
| Profitability ratio | | | | | |
| Net Profit Ratio (%) | Net profit for the year | Revenue from operations | 8.00% | 9.81% | -1.81% |
| Return on Equity ratio (%) | Net Income | Saverage shareholder's Equity | 9.06% | 8.33% | 0.73% |
| Return on Capital Employed (%) | Profit before tax and finance costs | Capital employed = Net worth (CA-CL) + DTL | 13.01% | 13.42% | -0.41% |
| Return on Investment (%) | Income generated from invested funds | Average invested funds in investments | 15.92% | 7.77% | 8.15% |
| Utilization ratio | | | | | |
| Net capital turnover ratio (times) | Total sales | Capital employed = Net worth (CA-CL) + DTL | 0.25 | 0.21 | 14.37% |

¹ Current ratio increased during the year as there is considerable increase in current asset and decrease in current liability.

Note : 3 - Share capital

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|---|---------------------|---------------------|
| Authorised capital : | | |
| 3,70,00,000 Equity shares of ₹ 10/- each | 4,000.00 | 4,000.00 |
| 30,00,000 Cumulative preference shares of ₹ 10/- each | | |
| Total | 4,000.00 | 4,000.00 |
| Issued, subscribed and paid up capital : | | |
| 2,61,81,950 Equity shares of Rs.10/- each (fully called up and paid-up) | 2,618.20 | 2,618.20 |
| Total | 2,618.20 | 2,618.20 |

(a) Reconciliation of the shares outstanding at the end of the reporting period

₹ in Lakhs

| Particulars | As at 31-03-2023 | | As at 31-03-2022 | |
|---|---------------------|-----------------|---------------------|-----------------|
| | Number | Amount | Number | Amount |
| Issued, Subscribed and Paid-up capital : | | | | |
| Balance in the beginning of the year | 2,61,81,950 | 2,618.20 | 2,61,81,950 | 2,618.20 |
| Add: Shares issued during the year | - | - | - | - |
| Balance at the end of the year | 2,61,81,950 | 2,618.20 | 2,61,81,950 | 2,618.20 |

(b) Terms/rights attached to equity shares

The company has issued only one class of Equity shares having a face value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The voting right of each equity shareholder shall be in proportion to his share in the paid-up equity share capital of the company. The dividend proposed by the Board of Directors are subject to the approval of the share holders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

No Dividend has been declared during the year ended March 31, 2023

(c) Details of share holders holding more than 5% of shares in the company

| Name of shareholder | As at 31-03-2023 | | As at 31-03-2022 | |
|---------------------|---------------------|--------------|---------------------|--------------|
| | No. of shares held | % of Holding | No. of shares held | % of Holding |
| Joel Joju M | 33,88,050 | 12.94% | 33,58,550 | 12.83% |

(d) Disclosure of Shareholding of Promoters - Shares held by the Promoters:

As at 31 March 2023:

| | | |
|------------------------------|------------------|---------------|
| As at 31 March 2023. | | 1 |
| S. No | | |
| Promoter name | | Joel Joju M |
| Class of Shares | | Equity Shares |
| At the end of the year | No. of Shares | 33,88,050 |
| | %of total shares | 12.94% |
| At the beginning of the year | No. of Shares | 33,58,550 |
| | %of total shares | 12.83% |
| % Change during the year | | 0.11% |

Note : 4 - Reserves and surplus

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|---|---------------------|---------------------|
| (a) Statutory reserve : | | |
| Balance as at the beginning of the year | 65.69 | 26.95 |
| Add : Amount transferred from surplus | 46.34 | 38.74 |
| Balance in the end of the year | 112.03 | 65.69 |
| (b) Profit and loss Account : | | |
| Balance as at the beginning of the year | (358.19) | (513.15) |
| Add : Profit for the year | 231.70 | 193.70 |
| Amount available for appropriations | (126.49) | (319.45) |
| Less : Appropriations : | | |
| - Statutory reserve ¹ | 46.34 | 38.74 |
| Balance in the end of the year | (172.83) | (358.19) |
| Grand total | (60.80) | (292.50) |

¹The amount appropriated out of the surplus in the Statement of profit and loss are as under:

(a) Transfer of ₹ 46.34 lakhs to Statutory reserve as prescribed by section 45-IC of the Reserve Bank of India Act, 1934, being 20% of the Profit after Tax (PAT) for the year.

Note : 5 - Long-term borrowings

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|--|---------------------|---------------------|
| Secured : | | |
| Debentures (465 Debentures of FV ₹ 10000 has been issued for 5 years. The rate of interest for 375 Debentures is 11%, 50 Debentures is 11.75% and 40 Debentures is 11.5%) | 46.50 | 46.50 |
| Unsecured : | | |
| Subordinate bond (851787 Subordinate Bonds of FV 1000 and 12483 Subordinate Bonds of FV 5000 has been issued for a period of 5/ 5.5/ 6 years. The rate of interest for 14255 subordinate bonds is 14.87%, 423590 subordinated bond is 13%, 30100 subordinated bond is 13.39%, 49619 subordinated bond is 12.25%, 346706 subordinated bond is 12%) | 9,142.02 | 6,786.04 |
| Total | 9,188.52 | 6,832.54 |

Note : 6 - Long-term provisions

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|------------------------|---------------------|---------------------|
| Provision for Gratuity | 52.06 | 33.19 |
| Total | 52.06 | 33.19 |

Note : 7 - Other long-term liabilities

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|---------------------------------|---------------------|---------------------|
| Kuri Liability | | |
| Long term liability with Kuries | 2.52 | 9.15 |
| Total | 2.52 | 9.15 |

Note : 8 - Short-term borrowings

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|---|---------------------|---------------------|
| Loan from bank - Federal Bank Ltd. (Bank loan from The Federal Bank Ltd. is secured by pledge of Gold ornaments of minimum 22k purity at the rate of interest of 9.95%) | 43.52 | 299.24 |
| Loan from bank - South Indian Bank Ltd. (Bank loan from The South Indian Bank is secured by pledge of Gold- closed on 04-05-2022) | - | 2.34 |
| Vehicle loan (Vehicle loan from Federal Bank Ltd. against hypothecation of vehicle on 19-06-2019 at the rate of interest, 8.80%) | 10.50 | 18.13 |
| Bank overdraft (CSB Bank OD against pledge of gold for the limit of Rs 5,00,00,000 at the rate of interest, 12.50% and South Indian Bank OD against pledge of gold for the limit of Rs 1,80,00,000 at the rate of interest 10.50%) | 78.51 | 536.55 |
| Total | 132.52 | 856.26 |

Note : 9 - Other current liabilities

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|---|---------------------|---------------------|
| (a) Current maturities of long-term liabilities | | |
| Liability with kuries | 42.22 | 66.58 |
| (b) Interest payable on : | | |
| Debentures | 0.36 | 0.39 |
| Subordinate bonds | 630.04 | 537.41 |
| (c) Other payables | | |
| Audit fee payable | 1.80 | 1.53 |
| Employee Provident fund payable | 1.60 | 2.56 |
| Employee State Insurance payable | 1.74 | 0.94 |
| Salary payable | 62.33 | 35.79 |
| Salary payable to directors | 0.90 | 1.08 |
| Tax deducted at source payable | 8.72 | 1.55 |
| Rent payable | 10.42 | 9.64 |
| Advance received from customers against loan collection | 10.82 | 17.73 |
| Bank suspense | 7.65 | 7.65 |
| Interest received in advance | 4.85 | 13.43 |
| Telephone charges payable | 0.32 | 1.14 |
| Electricity charges payable | 0.24 | 0.95 |
| Interest on loans payable | 2.55 | 8.68 |
| GST payable | - | 3.23 |
| Advance received for bond issue | 6.05 | - |
| Labour welfare contribution payable | 0.23 | 0.03 |
| Other payables | 17.95 | 3.78 |
| Total | 810.81 | 714.10 |

Note : 10 - Short term provisions

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|--|---------------------|---------------------|
| (a) Provision for taxation | 147.23 | 38.03 |
| (b) Other provisions : | | |
| Provision for gratuity | 3.84 | 1.72 |
| Contingent provision against standard assets | 23.73 | 17.76 |
| Provision for non-performing assets | 943.52 | 713.14 |
| Total | 1,118.32 | 770.64 |

Note : 11 - Property, plant & equipment and Intangible assets (separately attached)**Note : 12 - Non-current investments**

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|--|---------------------|---------------------|
| (a) Investment in shares | | |
| JMJ plus kuries ltd (360 Equity shares of FV ₹5000 each) | 18.00 | 18.00 |
| Projexcel37 Project Management Pvt Ltd (6800, 5% Preference shares of FV @ ₹100/ each) | 6.80 | 6.80 |
| Projexcel37 Project Management Pvt Ltd (200 Equity shares of FV @ ₹100/ each) | 0.20 | 0.20 |
| Foschia Resorts Pvt Ltd (100 Equity shares FV of ₹10000 each at ₹11000) | 11.00 | 11.00 |
| (b) Investment in kuries | | |
| Kuri investments | 114.40 | 202.97 |
| Total | 150.40 | 238.97 |

Note : 13 - Long term loans and advances

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|--------------------|---------------------|---------------------|
| Financial assets : | | |
| Term loan | 1,096.19 | 1,428.14 |
| Total | 1,096.00 | 1,428.14 |

Note : 14 - Cash and cash equivalents

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|-----------------------|---------------------|---------------------|
| (a) Cash in hand | 679.58 | 561.89 |
| (b) Balance with bank | - | - |
| Current account | 89.17 | 200.66 |
| Fixed deposits | 103.11 | 103.47 |
| Total | 872.00 | 866.00 |

Note : 15 - Short term loans and advances

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|--|---------------------|---------------------|
| (a) Current maturity of long term financial assets: | | |
| Term loan | 5,053.70 | 1,300.09 |
| Gold loan | 10.44 | 8.99 |
| Business loan | 357.40 | 161.27 |
| (b) Other financial assets : | | |
| Term loan | 2,668.94 | 2,232.60 |
| Gold loan | 2,615.55 | 3,946.68 |
| Business loan | 208.81 | 450.12 |
| (c) Other : | | |
| Building rent advance | 87.55 | 84.37 |
| Security Deposits | 1.60 | 1.58 |
| Other advances | 0.04 | 0.11 |
| Total | 11,004.02 | 8,185.81 |

Note : 16 - Other current assets

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|-------------------------------------|---------------------|---------------------|
| Interest receivable on loans | 40.96 | 177.56 |
| Interest receivable on deposits | 1.65 | 1.54 |
| Kuri loss to be written off | 34.53 | 15.87 |
| TDS | 10.14 | 14.12 |
| Income tax refund | 36.57 | 36.57 |
| Advance tax | - | 15.00 |
| Advance paid | - | 0.38 |
| Sundry expenses receivable | 166.09 | 140.35 |
| Input tax credit | 6.17 | - |
| Income tax deposit against appeal** | 24.00 | 24.00 |
| Other receivables | 0.70 | 0.02 |
| Total | 321.00 | 425.00 |

**Note : The appeal for the AY 2017-18 is allowed as per the order u/s 250 of Income Tax Act, 1961, dated 31-10-2022.

Ref: DIN & Order No : ITBA/NFAC/S/250/2022-23/1046534753(1)

Note : 17 - Revenue from operation

₹ in Lakhs

| Particulars | Year ended 31-03-2023 | Year ended 31-03-2022 |
|-------------------------------|--------------------------|--------------------------|
| Financial activities : | | |
| Interest on loans | 2,857.73 | 1,831.38 |
| Total | 2,857.73 | 1,831.38 |

Note : 18 - Other income

₹ in Lakhs

| Particulars | Year ended 31-03-2023 | Year ended 31-03-2022 |
|--------------------------------------|--------------------------|--------------------------|
| Penal interest | 11.92 | 21.48 |
| Interest on bank deposits | 15.36 | 10.01 |
| Profit on Kuri investment | 6.05 | 4.93 |
| Dividend received on Kuri investment | 2.53 | 3.63 |
| Provision for NPA reversal | - | 92.85 |
| Processing charges | 1.63 | 3.05 |
| Appraising charge | 0.03 | 6.35 |
| Other incomes | 0.22 | 0.20 |
| Total | 37.75 | 142.49 |

Note : 19 - Employee benefit expenses

₹ in Lakhs

| Particulars | Year ended 31-03-2023 | Year ended 31-03-2022 |
|---|--------------------------|--------------------------|
| Salaries and wages | 524.06 | 282.75 |
| Remuneration to directors | 10.40 | 8.05 |
| Contribution to provident funds | 12.20 | 12.23 |
| Contribution to employees state insurance | 12.38 | 6.96 |
| Staff welfare expenses | 22.42 | 12.76 |
| Labour welfare fund contribution | 0.76 | 0.18 |
| Total | 582.23 | 322.93 |

Note : 20 - Finance costs

₹ in Lakhs

| Particulars | Year ended 31-03-2023 | Year ended 31-03-2022 |
|---------------------------|--------------------------|--------------------------|
| Interest expense : | | |
| Subordinate bonds | 1,097.86 | 869.41 |
| Debenture | 5.22 | 0.70 |
| Bank loan | 41.02 | 130.97 |
| Vehicle loan | 1.27 | 1.93 |
| Total | 1,145.38 | 1,003.01 |

Note : 21 - Depreciation and amortization

₹ in Lakhs

| Particulars | Year ended 31-03-2023 | Year ended 31-03-2022 |
|-------------------------------|--------------------------|--------------------------|
| Depreciation and amortization | 46.22 | 42.84 |
| Total | 46.22 | 42.84 |

Note : 22 - Other expenses

₹ in Lakhs

| Particulars | Year ended 31-03-2023 | Year ended 31-03-2022 |
|--------------------------------------|--------------------------|--------------------------|
| (a) Administrative expenses : | | |
| Advertisement expenses | 18.08 | 17.85 |
| Business promotion expenses | 4.96 | 5.19 |
| Annual maintenance charges | 8.03 | 4.30 |
| Office expenses | 17.13 | 15.68 |
| Office inauguration expenses | 2.20 | 0.76 |
| Bank charges | 8.51 | 11.82 |
| Building rent | 80.21 | 73.99 |
| Filing fees | 0.62 | 0.86 |
| Printing and stationary | 16.01 | 12.04 |
| Telephone expense | 13.40 | 13.66 |
| Electricity charges | 10.94 | 10.62 |
| Insurance | 2.64 | 2.56 |
| Commission and brokerage | 173.66 | 90.67 |
| Generator running expense | 0.42 | 0.16 |
| Rates and taxes | 28.01 | 4.19 |
| Software expenses | - | 0.39 |
| Postage and couriers | 1.31 | 0.99 |
| Professional fees | 7.28 | 17.53 |
| Repair and maintenance | 10.42 | 5.14 |
| Renovation office expenses | 4.38 | 2.68 |
| Travelling and fuel expenses | 45.76 | 25.33 |
| Kuri loss written off | 13.50 | 46.72 |
| Loan written off | 1.48 | 0.89 |
| Membership fees | 0.06 | 0.06 |
| Loss on sale of fixed assets | 1.85 | 0.13 |
| Miscellaneous expenses | 0.10 | 0.14 |
| (b) Provisions : | | |
| Gratuity | 22.43 | 6.56 |
| Provision for standard assets | 6.12 | 0.94 |
| Provision for non performing assets | 230.38 | - |
| (c) Payment to Auditors : | | |
| Statutory Auditor fee | 2.00 | 1.70 |
| Total | 731.90 | 373.54 |

Note 11 - Property, plant & equipment and Intangible assets

(a) Property, plant and equipment's

₹ in Lakhs

| Particular | Gross carrying value | | | Accumulated depreciation | | Net carrying value | |
|--------------------------|----------------------|--------------|-------------|--------------------------|-------------------------------------|---------------------|---------------------|
| | As at 01-04-2022 | Addition | Deletion | As at 31-03-2023 | As at 01-04-2022 Current Year | As at 31-03-2023 | As at 31-03-2023 |
| Land | 170.19 | - | - | 170.19 | - | 170.19 | 170.19 |
| Building | 2.18 | - | - | 2.18 | - | 0.94 | 0.94 |
| Telephone equipments | 6.38 | 1.41 | - | 7.79 | 0.82 | 4.56 | 3.98 |
| Electrical equipments | 48.92 | 11.99 | - | 60.90 | 5.42 | 44.24 | 37.68 |
| Fire extinguisher | 0.07 | - | - | 0.07 | 0.01 | 0.04 | 0.06 |
| Plant and machinery | 0.68 | - | - | 0.68 | 0.39 | 0.24 | 0.29 |
| Gold weighing machine | 7.84 | - | - | 7.84 | 0.81 | 4.68 | 5.49 |
| Cash counting machine | 2.12 | - | - | 2.12 | 0.20 | 1.70 | 1.90 |
| Gold detector machine | 0.08 | - | - | 0.08 | 0.01 | 0.06 | 0.07 |
| Computer and peripherals | 75.71 | 19.17 | - | 94.88 | 10.52 | 25.45 | 16.81 |
| Motor car | 75.70 | - | - | 75.70 | 8.33 | 37.26 | 45.59 |
| Motor bike | 3.88 | - | - | 3.88 | 0.35 | 1.48 | 1.82 |
| Furniture and fixtures | 122.43 | 26.74 | 3.35 | 145.82 | 15.90 | 98.49 | 92.85 |
| Total | 516.19 | 59.30 | 3.35 | 572.15 | 42.43 | 389.34 | 377.67 |

(b) Intangible assets

₹ in Lakhs

| Particular | Gross carrying value | | | Accumulated amortization | | Net carrying value | |
|--------------------------------|----------------------|--------------|-------------|--------------------------|-------------------------------------|---------------------|---------------------|
| | As at 01-04-2022 | Addition | Deletion | As at 31-03-2023 | As at 01-04-2022 Current Year | As at 31-03-2023 | As at 31-03-2023 |
| Computer software | 26.77 | 9.55 | - | 36.33 | 3.79 | 16.87 | 13.70 |
| Total | 26.77 | 9.55 | - | 36.33 | 3.79 | 16.87 | 13.70 |
| Grand Total | 542.97 | 68.85 | 3.35 | 608.47 | 46.22 | 408.80 | 391.37 |
| Previous year (2021-22) | 518.69 | 24.62 | 0.34 | 542.97 | 42.84 | 391.37 | 409.94 |

UDIN: 23234822BGSBUY7583

INDEPENDENT AUDITORS' REPORT

To, The Members of
M/s. JMJ FINANCE LIMITED

Report on the Consolidated Financial Statements

We have audited the financial statements of **M/s. JMJ FINANCE LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the State of Affairs of the Company as at March 31, 2023, its Profits, Change in Equity and Cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Key Audit matter | Auditor's Response |
|---|---|
| 1. Related party transaction We identified related party transactions as a key audit matter due to the significance of related party transactions, regulatory compliance and risk of such transactions remaining undisclosed in the financial statements. | (i) Evaluated the Company's policies, processes and procedures in respect of identifying and disclosing related party transactions. (ii) Read the minutes of meetings of the shareholders, Board and Audit Committee regarding the Company's assessment of related party transactions for arm's length pricing. (iii) Assessed the compliance with Companies Act 2013, including authorisation and approvals as specified in sections 177 and 188 of the Companies Act, 2013, and Rules thereon and the Securities and Exchange Board of India regulations with respect to related party transactions. (iv) Tested on a sample basis related party transactions with the underlying contracts and other documents. |
| 2. Compliance and Disclosure requirements Compliance and disclosure requirements under the applicable Indian Accounting Standards, Reserve Bank of India (RBI) guidelines and other applicable statutory, regulatory and financial reporting framework. | (i) Assessed the systems and processes laid down by the Company to appropriately ensure compliance and disclosures as per the applicable Indian Accounting Standards, RBI guidelines and other applicable statutory, regulatory and financial reporting framework. (ii) Designed and performed audit procedures to assess the completeness and correctness of the details disclosed having regard to the assumptions made by the management in relation to the applicability and extent of disclosure requirements. (iii) Relied on internal records of the Company and external confirmations wherever necessary. |

| | |
|---|--|
| 3. IT Systems and Controls The Company uses Information Technology (IT) application for financial accounts and reporting process. Any gap in the financial accounting and reporting process may result in a misstatement, hence we have identified IT systems and | (i) Understood the IT systems and controls over key financial accounting and reporting systems. (ii) Tested the general IT controls for design and operating effectiveness. |
|---|--|

| | |
|--|---|
| controls over financial reporting as a Key Audit Matter. | <p>(iii) Understood the changes made in the IT environment during the year and ascertained its effect on the financial statements controls and accounts.</p> <p>(iv) We also assessed, through sample tests, the information generated from these systems which were relied upon for our audit.</p> |
|--|---|

Information other than the financial statements and auditors' report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate

internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the company or the cease operations, or has no realistic alternative

but to do so. The Board of Directors are also responsible for overseeing the company's financial reporting process.

We communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- i. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ii. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- iv. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date

of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- v. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. This Report include, a statement on the matters specified in paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013. The same is given in the **Annexure A**.
2. Our report on the internal financial controls of the company as required under clause (i) of sub-section (3) of Section 143 of the Companies Act, 2013 is given as **Annexure B**.
3. The company has provided the requisite disclosures in its financial statements as to holding as well as dealings in Scheduled Bank Notes during the period. There are no such transactions to disclose.
4. Rule 11(g) of the Companies (Accounts) Rules, 2014 requires reporting on the use of accounting software by a company for maintaining its books of accounts which has a feature of recording audit trail. As per the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 (as amended), for the financial year commencing on or after the 1st day of April, 2023, every company which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled. Since the said proviso is applicable to the Company only with effect from the financial year beginning 1 April 2023, the reporting required as per Rule 11(g) is not applicable for the previous year 2022-23.
5. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
- e) On the basis of written representations received from the directors as on March 31, 2023, and taken on record by the Board of Directors, none of the directors is disqualified as March 31, 2023, from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial statement reporting of the company and the operating effectiveness of such controls, refer to our separate Report in '**Annexure B**'.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Section 197(16) of the Act, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid/ provided by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The management has represented that other than those disclosed in the notes to accounts that, there were no funds which have been advanced or loaned or invested by the company to or any other person including foreign entities whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- v. The management has represented that other than those disclosed in the notes to accounts that, there were no funds which have been received by the company from any persons or entities including foreign entities whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vi. There was no dividend declared or paid during the year by the company.

Place : Ernakulam

Date : 02-09-2023

For TAS & CO.,
CHARTERED ACCOUNTANTS
FRN: S200024

Sd/-

CA. ABHIJITH SATHEESH, B.Com, FCA
Designated Partner
M.No. 234822

Annexure A

Referred to in Paragraph 1 under the heading “Report on other legal and regulatory requirement” of our report of even date to the members of M/s. JMJ FINANCE LIMITED on the accounts of the company for the year ended March 31, 2023.

In terms of Companies (Auditor's Report) Order 2020, issued by the Central Government of India, in terms of section 143(11) of The Companies Act, 2013, we further report, on the matters specified in paragraph 3 and 4 of the said Order, that:-

1. a) The company is maintaining proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.

b) The company has maintained proper records showing full particulars of Intangible assets.

c) The major Property, plant and equipment of the company have been physically verified by the management at reasonable intervals during the year and no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us there are no immovable properties in the name of the Company during the year.

d) The company has not revalued its Property, Plant & Equipment or Intangible assets or both during the year.

e) No proceedings have been initiated against the company for holding benami property under The Benami Transactions (Prohibition) Act, 1988 and rules made thereunder and the details have been appropriately disclosed in the financial statements.
2. In our opinion and according to the information and explanation given to us, the nature of the Company's business is such that it is not required to hold any inventories. Accordingly, reporting under clause 3(ii) of the Order is not applicable to the Company.
3. The Company has not made investments in, provided any guarantee or security or guarantee. The Company is a Non-Banking Financial Company engaged in the business of granting loans.
4. The company has not given any loans or guarantees/made any investments within the meaning of sections 185 & 186 of The Companies Act, 2013.

5. According to the information and explanations given to us, the Company has not accepted deposits from the public. There for directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, shall not apply to the company.
6. The Central Government has not prescribed the maintenance of cost records to the company under Section 148(1) of Companies Act, 2013.
7. In respect of statutory dues:
 - a) The company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-Tax, Goods and Service Tax, Cess and other material statutory dues have been regularly deposited with appropriate authorities.
 - b) According to information and explanations given to us and based on the records of Company examined by us, details of dues of Income Tax, Wealth Tax, Excise Duty, VAT or Goods and Service Tax, or Cess which have not been deposited with the relevant authorities, on account of any dispute, as at 31st March 2023, are as shown below:

| Name of the Statute | Nature of the Dues | Amount | Period to which the amount relates | Forum where dispute is pending |
|----------------------|--------------------|--------------|------------------------------------|--|
| Income Tax Act, 1961 | Income Tax | ₹7,18,42,690 | AY 2018-19 | Additional/Joint/Assistant Commissioner of Income Tax, National E-Assessment Centre, Delhi |

- c) The company has received an order u/s 250 of Income Tax Act, 1961 on 31-10-2022 (ref: DIN & Order No: ITBA/NFAC/S/250/2022-23/1046534753(1)). As per the order the grounds of appeal for AY 2017-18 are 'Allowed' and accordingly demand against the company of Rs 1,18,17,819 is standing withdrew.
8. There are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
9. (a) The company has not defaulted in any repayment of dues to any financial institution or bank or debenture holders.

- (b) The company has not been declared as a wilful defaulter by any bank or financial institution or other lender.
10. (a) The company has not made any initial public offer during the year.
- (b) The company has not made preferential allotment or private placement of shares/ debentures during the year.
11. (a) Based on our audit procedures and according to the information and explanations given to us by the management, we report that no fraud by the company or on the company by its officers/employees have been noticed or reported during the course of our audit.
- (b) During the year no report under sub-Section (12) of Section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.
- (c) The Company has not received any whistle blower complaints during the year.
12. The company is not a Nidhi Company and thus the matters in the said order are not applicable to the company.
13. The transactions entered into with related parties are in compliance with section 177 & 188 of The Companies Act 2013 and the details have been disclosed in the financial statements as required by the applicable accounting standards.
14. (a) The company has an internal audit system commensurate with the size and nature of its business.
- (b) The company is not covered by section 138 of the Companies Act, 2013, related to appointment of internal auditor of the company. Therefore, the company is not required to appoint any internal auditor. Therefore, the provisions of Clause (xiv) of paragraph 3 of the order are not applicable to the Company.
15. The company has not entered into any non-cash transactions with directors or persons connected with directors, during the year.
16. (a) The Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and has obtained the registration.

(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act 1934.

(c) The Company is not a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India.

(d) The company does not come under any group and thus no CIC's in its group.

17. The company has not incurred any cash losses during the current Financial Year and during the immediately preceding Financial Year.

18. There has been no resignation of the statutory auditors of the Company during the year.

19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

20. Since section 135 of the Companies Act, 2013 is not applicable to the company, the reporting under this clause is not applicable.

21. There is no qualifications or adverse remarks with respect to the companies included in the consolidated financial statements.

Place : Ernakulam

Date : 02-09-2023

For TAS & CO.,
CHARTERED ACCOUNTANTS
FRN: S200024

Sd/-

CA. ABHIJITH SATHEESH, B.Com, FCA
Designated Partner
M.No. 234822

Annexure B

Annexure B referred to Paragraph 2 under the heading “Report on Other Legal & Regulatory Requirement” of our report of even date to the members of M/s. JMJ FINANCE LIMITED on the accounts of the Company for the year ended March 31, 2023.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of M/s. JMJ FINANCE LIMITED, CIN: U65910KL1996PLC010270, Corporate address: Door No.25/469/23, 3rd Floor, Pooma Complex, Naduvilal Jn., M.G Road, Thrissur-680001, as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the guidance note on audit of internal financial controls over financial reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the guidance note on audit of internal financial controls over financial reporting (the ‘Guidance Note’) and the standards on auditing (the ‘Standards’) issued by ICAI and deemed to be prescribed under section 143 (10) of the Companies Act, 2013, to the

extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial

reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the guidance note issued by the ICAI.

Place : Ernakulam

Date : 02-09-2023

For TAS & CO.,
CHARTERED ACCOUNTANTS
FRN: S200024

Sd/-

CA. ABHIJITH SATHEESH, B.Com, FCA
Designated Partner
M.No. 234822

Consolidated Balance Sheet as at March 31, 2023

₹ in Lakhs

| Particulars | Note | As at 31-03-2023 | As at 31-03-2022 |
|---|------|---------------------|---------------------|
| I EQUITY AND LIABILITIES | | | |
| (1) Shareholders' funds | | | |
| (a) Share capital | 3 | 2,618.20 | 2,618.20 |
| (b) Reserves and surplus | 4 | (60.80) | (292.50) |
| (2) Non current liabilities | | | |
| (a) Long term borrowings | 5 | 9,188.52 | 6,832.54 |
| (b) Long term provisions | 6 | 52.06 | 33.19 |
| (c) Other long term liabilities | 7 | 2.52 | 9.15 |
| (3) Current liabilities | | | |
| (a) Short term borrowings | 8 | 132.52 | 856.26 |
| (b) Other current liabilities | 9 | 810.81 | 714.10 |
| (c) Short term provisions | 10 | 1,118.32 | 770.64 |
| | | 13,862.14 | 11,541.58 |
| II ASSETS | | | |
| (1) Non-current assets | | | |
| (a) Property, plant & equipment and Intangible assets | 11 | | |
| (i) Property, plant and equipment | | 389.34 | 377.67 |
| (ii) Intangible assets | | 19.46 | 13.70 |
| (b) Non-current investments | 12 | 150.40 | 238.97 |
| (c) Long term loans and advances | 13 | 1,096.19 | 1,428.14 |
| (d) Deferred tax assets (Net) | | 10.05 | 5.87 |
| (2) Current assets | | | |
| (a) Cash and cash equivalents | 14 | 871.87 | 866.02 |
| (b) Short term loans and advances | 15 | 11,004.02 | 8,185.81 |
| (c) Other current assets | 16 | 320.80 | 425.41 |
| | | 13,862.14 | 11,541.58 |

The accompanying notes form integral part of the financial statements (Note no. 1, 2)

For and on behalf of the Board of Directors

As per our report of even date attached

SHAJI DEVASSYKUTTY THAIVALAPPIL Sd/-
(Whole Time Director)
DIN-08043511

NELLAYIPARAMBIL RAPPAL ROY Sd/-
(Director)
DIN-08043543

SHERBIN K T Sd/-
Chief Financial Officer

SREENATH SASIDHARAN Sd/-
Company Secretary

For TAS & CO.,
CHARTERED ACCOUNTANTS
FRN: S200024

Sd/-
CA. ABHIJITH SATHEESH, B.Com, FCA
Designated Partner
M.No. 234822

Place : Thrissur
Date : 02-09-2023

UDIN: 23234822BGSBUY7583

Consolidated Statement of Profit and Loss for the year ended March 31, 2023

₹ in Lakhs

| Particulars | Note | Year ended 31-03-2023 | Year ended 31-03-2022 |
|---|------|--------------------------|--------------------------|
| I Revenue | | | |
| Revenue from operations | 17 | 2,857.73 | 1,831.38 |
| Other income | 18 | 37.75 | 142.49 |
| Total income | | 2,895.48 | 1,973.88 |
| II Expenses | | | |
| Employee benefits expense | 19 | 582.23 | 322.93 |
| Finance costs | 20 | 1,145.38 | 1,003.01 |
| Depreciation and amortization expense | 21 | 46.22 | 42.84 |
| Other expenses | 22 | 731.90 | 373.54 |
| Total expenses | | 2,505.73 | 1,742.32 |
| III Profit before exceptional and extraordinary items and tax (I-II) | | 389.75 | 231.55 |
| IV Exceptional/ extraordinary items | | | |
| V Profit before tax (III-IV) | | 389.75 | 231.55 |
| VI Tax expense: | | | |
| (1) Current tax | | 162.23 | 38.03 |
| (2) Deferred tax expense/(income) | | (4.18) | (0.18) |
| VII Profit/ (Loss) for the year (V-VI) | | 231.70 | 193.70 |
| VIII Share of profit of JMJ plus kuries limited | | (0.31) | (0.40) |
| VII Net Profit / (Loss) for the period (V-VI) | | 231.39 | 193.30 |
| X Earnings per equity share: | | | |
| Basic in (in ₹) | | 0.88 | 0.07 |
| Diluted in (in ₹) | | 0.88 | 0.07 |

The accompanying notes form integral part of the financial statements (Note no. 1, 2)

For and on behalf of the Board of Directors

As per our report of even date attached

SHAJI DEVASSYKUTTY THAIVALAPPIL

(Whole Time Director)

DIN-08043511

Sd/-

NELLAYIPARAMBIL RAPPAL ROY

(Director)

DIN-08043543

Sd/-

SHERBIN K T

Chief Financial Officer

Sd/-

SREENATH SASIDHARAN

Company Secretary

Sd/-

For TAS & CO.,
CHARTERED ACCOUNTANTS
FRN: S200024Sd/-
CA. ABHIJITH SATHEESH, B.Com, FCA
Designated Partner
M.No. 234822

UDIN: 23234822BGSBUY7583

Place : Thrissur

Date : 02-09-2023

Consolidated Cash flow statement for the year ended March 31, 2023

₹ in Lakhs

| Particulars | Year ended 31-03-2023 | Year ended 31-03-2022 |
|--|--------------------------|--------------------------|
| A. Cash flows from operating activities | | |
| Net profit before tax | 389.75 | 231.55 |
| Adjustment for : | | |
| Loss on sale of fixed assets | 1.85 | 0.13 |
| Interest and other non-business income | (37.75) | (142.49) |
| Depreciation and amortization | 46.22 | 42.84 |
| Finance cost | 1,145.38 | 1,003.01 |
| Provision for gratuity | 22.43 | 6.56 |
| Loss on kuri | 13.50 | 46.72 |
| Provision for standard assets | 6.12 | 0.94 |
| Provision for non performing assets | - | (92.85) |
| Operating profit/(loss) before working capital changes | 1,587.51 | 1,096.41 |
| Increase/(Decrease) in other current liabilities | 459.06 | 61.78 |
| Decrease/(Increase) in loans and advances | (2,483.12) | (830.03) |
| Decrease/(Increase) in other current assets | 104.61 | 287.32 |
| Net cash generated from operations | (331.95) | 615.48 |
| Less : Income tax | (162.23) | (46.24) |
| Net cash flow from operating activities (A) | (494.18) | 569.24 |
| B. Cash flows from investing activities | | |
| Purchase of fixed assets | (68.85) | (24.62) |
| Investment in shares | - | 0.01 |
| Kuri Investments | 88.56 | 68.77 |
| Interest on investments | 37.75 | 142.49 |
| Loss on kuri investments | (13.50) | (46.72) |
| Sale of fixed assets | 3.35 | 0.22 |
| Security deposits and advances | (3.14) | 1.36 |
| Net cash used in investing activities (B) | 44.16 | 141.50 |
| C. Cash flows from financing activities | | |
| Proceeds from issue of debentures | - | 46.50 |
| Issue of non convertible subordinated debts (net) | 2,355.98 | 898.36 |
| Kuri loans | (30.99) | (161.59) |
| Repayment of bank borrowings | (723.74) | (696.52) |
| Interest on loans and borrowings | (1,145.38) | (1,003.01) |
| Net cash used in financing activities (C) | 455.87 | (916.26) |
| D. Net increase in cash and cash equivalents (A+B+C) | 5.85 | (205.51) |
| E. Cash and cash equivalents at the beginning of the year | 866.02 | 1,071.53 |
| F. Cash and cash equivalents in the end of the year | 871.87 | 866.02 |

For and on behalf of the Board of Directors

SHAJI DEVASSYKUTTY THAIVALAPPIL
(Whole Time Director)
DIN-08043511

Sd/-

NELLAYIPARAMBIL RAPPAL ROY
(Director)
DIN-08043543

Sd/-

SHERBIN K T
Chief Financial Officer

Sd/-

REENATH SASIDHARAN
Company Secretary

Sd/-

As per our report of even date attached

For TAS & CO.,
CHARTERED ACCOUNTANTS
FRN: S200024

Sd/-
CA. ABHIJITH SATHEESH, B.Com, FCA
Designated Partner
M.No. 234822

UDIN: 23234822BGSBUY7583

Place : Thrissur
Date : 02-09-2023

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS

1. Background

JMJ FINANCE LIMITED was incorporated on 9th April, 1996. The company is a Non-Banking Financial Company – Non-Deposit taking Non-Systematically Important (NBFC-ND) as defined under 45-IA of the Reserve Bank of India Act, 1934. The company is primarily engaged in business of Loan Finance but the company shall not do the business of Banking within the purview of the Banking Regulations Act, 1949.

2. Significant Accounting Policies

The significant Accounting Policies followed by the company are as stated below:

2.1 General

The financial statements are prepared under historical cost convention. These statements have been prepared in accordance with applicable mandatory Accounting Standards and relevant presentational requirements of The Companies Act, 2013.

2.2 Use of Estimates

The preparation of financial statements in conformity with the Indian Generally Accepted Accounting Principal (GAAP) requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and reported amount of income and expenses during the period. Actual figures may differ from these estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

2.3 Property, plant and Equipment

Property, Plant and Equipment are stated at historical cost less accumulated depreciation. Costs directly attributable to acquisition are capitalized until the property, plant and equipment are ready for use, as intended by the management.

Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with them will flow to the Company and the cost of the expenditure can be measured reliably. Repairs and Maintenance costs are recognized in the Statement of Profit and Loss when they are incurred.

2.4 Depreciation

Depreciation on property, plant and equipment has been provided under Straight Line Method over the useful life of the assets estimated by the management which is in line with the terms prescribed in Schedule II to The Companies Act, 2013. Depreciation for assets purchased/sold during the period is proportionately charged. Depreciation methods, useful lives & residual values are reviewed periodically.

The management estimates the useful life of the assets as follows:

| Asset | Useful life |
|--------------------------|-------------|
| Building | 30 years |
| Office equipment | 5 years |
| Computer and peripherals | 3 years |
| Motor vehicles | 15 years |
| Furniture and fixtures | 10 years |
| Plant and machinery | 10-15 years |

2.5 Amortization of Intangible Assets

Intangible Assets are amortized over their expected useful life. It is stated at cost, net of amortization. Computer software is reclassified as intangible asset during the current financial year and is amortized as per Companies Act 2013.

The management estimates the useful life of the assets as follows:

| Intangible Asset | Useful Life |
|-------------------|-------------|
| Computer Software | 3 yrs |

2.6 Inventories

The company does not hold any inventories during the year.

2.7 Revenue Recognition

Revenues are recognized and expenses are accounted on accrual basis with necessary provisions for all known liabilities and losses. Revenue is recognized to the extent it is realizable wherever there is uncertainty in the ultimate collection. Income from non-performing assets is recognized only when it is realized. Interest income on deposits is recognized on time proportionate basis.

2.8 Foreign Currency Transactions

The company has no foreign currency transaction during the year.

2.9 Government Grants

The company has not received any Government grants during the year.

2.10 Investments

Investments that are readily realizable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at cost or fair value, whichever is lower. Long-term investments are carried at cost.

2.11 Employee Benefits

- (i) Short term employee benefits such as salaries, wages, bonus and incentives which fall due within 12 months of the period in which the employee renders the related services which entitles him to avail such benefits are recognized on an undiscounted basis and charged to the profit and loss account.
- (ii) Defined contribution plans- Contribution made to the Recognized Provident Fund and Employee State Insurance Corporation are expensed to the Statement of Profit and Loss. The company's obligation is limited to the amount contributed by it. Provision for Gratuity has been provided and expensed to the Statement of Profit and Loss.

2.12 Borrowing Costs

Interest on borrowings is recognized in the Statement of Profit and Loss on an accrual basis. Costs associated with borrowings are grouped under finance charges along with interest costs.

2.13 Segment Reporting

Since the company operates in single segment, no further disclosure is required to be given as per the notified AS-17 'Segment Reporting'.

2.14 Taxes on Income

Income tax expense comprises current tax and deferred tax charge or credit. The current tax is determined as the amount of tax payable in respect of the estimated taxable income of the period. The deferred tax charge or credit is recognized using prevailing enacted or substantively enacted tax rates. Where there is unabsorbed depreciation or carry forward losses, deferred tax asset is recognized only if there is virtual certainty of realization of such assets. Other deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Deferred tax assets are reviewed at each Balance Sheet date based on the developments during the year and available case laws, to reassess realization/liabilities. The net deferred tax position as on 31-03-2023 is a Deferred Tax Asset of ₹ 10,04,961.

2.15 Impairment of Assets

The carrying amount of assets is reviewed at each Balance Sheet date to check whether there is any indication of impairment based on internal/external factors. An impairment loss will be recognized wherever the carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing the value in use, the estimated future cash flows are discounted to the present value using the weighted average cost of capital.

2.16 Provisions, Contingent Liabilities and Contingent Assets

The company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent assets are neither recognized nor disclosed in the financial statements.

The company makes provision for standard assets and non-performing assets as per Master Direction Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016. Provision for standard assets in excess of the prudential norms, as estimated by the management, is categorized under Provision for Standard Assets, as General provisions and/or as Gold Price Fluctuation Risk provisions.

2.17 Contingent Liabilities and Commitments

Contingent Liability not Provided for -The Income tax Department has raised a demand of Rs 7,18,42,690 for AY 2018-19. The company has filed an appeal before the Commissioner of Income Tax (Appeals), Thrissur against the demand for AY 2017-18 and received an order u/s 250 of Income Tax Act,1961 on 31-10-2022 (ref: DIN & Order No: ITBA/NFAC/S/250/2022-23/1046534753(1)). As per the order, the grounds of appeal for AY 2017-18 are 'Allowed' and accordingly demand against the company of Rs 1,18,17,819 is standing withdrew. The company has

filed an appeal before the Commissioner of Income Tax (Appeals), Thrissur against the demand for AY 2018-19.

The management is of the opinion that no provision is required for such liability.

2.18 Disclosure in accordance with AS-15 on Employee Benefits

₹ In Lakhs

| Defined Benefit plan | 31.03.2023 | 31.03.2022 |
|-----------------------------|-------------------|-------------------|
| Gratuity | 55.89 | 34.91 |
| | 55.89 | 34.91 |

| Defined Benefit plan: Current and Non-Current Liability | 31.03.2023 | 31.03.2022 |
|--|-------------------|-------------------|
| Current liability | 3.84 | 1.72 |
| Non-Current liability | 52.05 | 33.19 |
| | 55.89 | 34.91 |

| Summary of Actuarial assumptions used in Valuation | 31.03.2023 | 31.03.2022 |
|---|-------------------|-------------------|
| Discount rate | 7.21% | 7.32% |
| Salary Escalation rate | 10.00% | 10.00% |
| Employee turnover rate | 5.00% | 5.00% |

| DBO Sensitivities As at | 31.03.2023 |
|--------------------------------|-------------------|
| DBO - Base Assumptions | 55.89 |
| Discount rate: +1% | 48.45 |
| Discount rate: -1% | 65.14 |
| Salary escalation rate: +1% | 64.78 |
| Salary escalation rate: -1% | 48.56 |
| Attrition rate: 25% increase | 52.64 |
| Attrition rate: 25% decrease | 59.78 |

Note:

The above disclosures are based on information certified by the independent actuary and relied upon by the Company.

2.19 Earning per share

| Sl. No. | Particulars | FY 2021-22 | FY 2021-22 |
|---------|--|--------------|--------------|
| A | Calculation of Basic EPS: | (₹ in Lakhs) | (₹ in Lakhs) |
| (i) | Profit after tax attributable to Equity Shareholders | 231.70 | 193.70 |
| (ii) | Equity shares outstanding during the year | 2,61,81,950 | 2,61,81,950 |
| (iii) | Face value of equity share | 10 | 10 |
| | Basic EPS | 0.885 | 0.740 |

| B | Calculation of Diluted EPS: | (₹ in Lakhs) | (₹ in Lakhs) |
|-------|--|--------------|--------------|
| (i) | Profit after tax attributable to Equity Shareholders | 231.70 | 193.70 |
| (ii) | Equity shares outstanding during the year | 2,61,81,950 | 2,61,81,950 |
| (iii) | Face value of equity share | 10 | 10 |
| | Diluted EPS | 0.885 | 0.740 |

2.20 Related Party Disclosures

Name of the related party and nature of relationship

Enterprises in which director(s) has significant influence

1. JMJ Nidhi Limited

| Enterprise Name | Name of Director |
|-------------------|------------------------|
| JMJ Nidhi Limited | Joel Joju Madathumpady |

(a) List of related parties where control exists and related parties whom transaction have taken place and relationships.

| Sl. No. | Name and particulars of related parties | Relationship | Description of Relationship |
|---------|---|-------------------------------------|-----------------------------|
| 1. | Shaji T D | Whole time Director | KMP |
| 2. | Joel M J | Director | |
| 3. | Roy N R | Director | |
| 4. | Sherbin K T | Chief Financial Officer | |
| 5. | Ramees Rehman K | Company Secretary | |
| 6. | Grace Carmalin | Relative of Chief Financial Officer | Relative of KMP |
| 7. | Joju M J | Relative of Director | |
| 8. | Shiny Joju | Relative of Director | |
| 9. | JMJ Finance (KML) | Relative of Director | |
| 10. | Mary Reema | Relative of Chief Financial Officer | |

To comply with the disclosure requirement of the Companies (Accounting Standard) Rules, 2006 the following transactions with the related parties are shown as per the AS-18 related party disclosure.

(b) Related party transactions during the year

| Sl. No. | Particulars | Amount (₹ in Lakhs) |
|-----------|--|---------------------|
| 1. | Remuneration to Key managerial persons: | |
| | (i) Shaji T D | 5.20 |
| | (ii) Roy N R | 5.20 |
| | (iii) Ramees Rehman K | 2.80 |
| | (iv) Sherbin K T | 5.35 |
| 2. | Loans disbursed during the year: | |
| | (i) Shaji T D | 3.50 |
| | (ii) JMJ Finance | 110.00 |
| 3. | Loans repaid during the year: | |
| | (i) Shaji T D | 3.50 |
| | (ii) JMJ Finance | 50.00 |
| 4. | Interest received during the year: | |
| | (i) Shaji T D | 1.65 |
| | (ii) JMJ Finance | 4.64 |
| 5. | Incentive paid: | |
| | (i) Joel M J | 1.24 |
| | (ii) Roy N R | 1.31 |
| | (iii) Sherbin K T | 0.001 |
| | (iv) Shiny Joju | 1.21 |
| | (v) Shaji T D | 0.07 |
| | (vi) Joshua M J | 0.80 |
| 6. | Interest paid on bonds: | |
| | (i) Grace Carmalin | 0.03 |
| | (ii) Mary Reema | 0.04 |
| | (iii) Sherbin K T | 0.04 |
| | (iv) JMJ Finance | 7.56 |
| | (v) Joju M J | 1.79 |
| | (vi) Joel M J | 2.08 |

2.21 There has been no significant impact on the operations and financial position of the company on account of the outbreak of COVID-19 pandemic and consequential lock-down restrictions imposed by the Government.

- (b) There are no transactions with struck off companies under section 248 or 560
- (c) No charges or satisfaction is yet to be registered with Registrar of Companies beyond the statutory period.
- (d) There is no Scheme of Arrangements that has been approved in terms of sections 230 to 237
- (e) There are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (f) The company is not covered under section 135.
- (g) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year

2.22 Previous year figures have been regrouped /reclassified wherever necessary to suit the current year's layout.

2.23 Additional Regulatory Information**(a) Financial Ratios**

As on 31 March, 2023

| Ratio | Numerator | Denominator | Current period | Previous period | % of Variance |
|------------------------------------|--------------------------------------|--|-----------------------|------------------------|----------------------|
| Liquidity ratio | | | | | |
| Current ratio (times) ¹ | Total current assets | Total current liabilities | 5.92 | 4.05 | 46.07% |
| Solvency ratio | | | | | |
| Debt-Equity Ratio (times) | Total Debt | Shareholder's Equity | 3.65 | 3.31 | 10.14% |
| Debt Service Coverage (times) | Earnings available for Debt services | Total debt service costs | 0.85 | 0.75 | 12.68% |
| Profitability ratio | | | | | |
| Net Profit Ratio (%) | Net profit for the year | Revenue from operations | 8.00% | 9.81% | -1.81% |
| Return on Equity ratio (%) | Net Income | Saverage shareholder's Equity | 9.06% | 8.33% | 0.73% |
| Return on Capital Employed (%) | Profit before tax and finance costs | Capital employed = Net worth(CA-CL) + DTL | 13.01% | 13.42% | -0.41% |
| Return on Investment (%) | Income generated from invested funds | Average invested funds in investments | 15.92% | 7.77% | 8.15% |
| Utilization ratio | | | | | |
| Net capital turnover ratio (times) | Total sales | Capital employed = Net worth(CA-CL) + DTL | 0.25 | 0.21 | 14.37% |

¹ Current ratio increased during the year as there is considerable increase in current asset and decrease in current liability.

Note : 3 - Share capital

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|---|---------------------|---------------------|
| Authorised capital : | | |
| 3,70,00,000 Equity shares of ₹ 10/- each | 4,000.00 | 4,000.00 |
| 30,00,000 Cumulative preference shares of ₹ 10/- each | | |
| Total | 4,000.00 | 4,000.00 |
| Issued, subscribed and paid up capital : | | |
| 2,61,81,950 Equity shares of Rs.10/- each (fully called up and paid-up) | 2,618.20 | 2,618.20 |
| Total | 2,618.20 | 2,618.20 |

(a) Reconciliation of the shares outstanding at the end of the reporting period

₹ in Lakhs

| Particulars | As at 31-03-2023 | | As at 31-03-2022 | |
|---|---------------------|-----------------|---------------------|-----------------|
| | Number | Amount | Number | Amount |
| Issued, Subscribed and Paid-up capital : | | | | |
| Balance in the beginning of the year | 2,61,81,950 | 2,618.20 | 2,61,81,950 | 2,618.20 |
| Add: Shares issued during the year | - | - | - | - |
| Balance at the end of the year | 2,61,81,950 | 2,618.20 | 2,61,81,950 | 2,618.20 |

(b) Terms/rights attached to equity shares

The company has issued only one class of Equity shares having a face value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The voting right of each equity shareholder shall be in proportion to his share in the paid-up equity share capital of the company. The dividend proposed by the Board of Directors are subject to the approval of the share holders in the ensuing Annual General Meeting. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholders.

No Dividend has been declared during the year ended March 31, 2023

(c) Details of share holders holding more than 5% of shares in the company

| Name of shareholder | As at 31-03-2023 | | As at 31-03-2022 | |
|---------------------|---------------------|--------------|---------------------|--------------|
| | No. of shares held | % of Holding | No. of shares held | % of Holding |
| Joel Joju M | 33,88,050 | 12.94% | 33,58,550 | 12.83% |

(d) Disclosure of Shareholding of Promoters - Shares held by the Promoters:

As at 31 March 2023:

| | | |
|------------------------------|------------------|---------------|
| As at 31 March 2020. | | 1 |
| S. No | | |
| Promoter name | | Joel Joju M |
| Class of Shares | | Equity Shares |
| At the end of the year | No. of Shares | 33,88,050 |
| | %of total shares | 12.94% |
| At the beginning of the year | No. of Shares | 33,58,550 |
| | %of total shares | 12.83% |
| % Change during the year | | 0.11% |

Note : 4 - Reserves and surplus

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|---|---------------------|---------------------|
| (a) Statutory reserve : | | |
| Balance as at the beginning of the year | 65.69 | 26.95 |
| Add : Amount transferred from surplus | 46.34 | 38.74 |
| Balance in the end of the year | 112.03 | 65.69 |
| (b) Profit and loss Account : | | |
| Balance as at the beginning of the year | (358.19) | (513.15) |
| Add : Profit for the year | 231.70 | 193.70 |
| Amount available for appropriations | (126.49) | (319.45) |
| Less : Appropriations : | | |
| - Statutory reserve ¹ | 46.34 | 38.74 |
| Balance in the end of the year | (172.83) | (358.19) |
| Grand total | (60.80) | (292.50) |

¹The amount appropriated out of the surplus in the Statement of profit and loss are as under:

(a) Transfer of ₹ 46.34 lakhs to Statutory reserve as prescribed by section 45-IC of the Reserve Bank of India Act, 1934, being 20% of the Profit after Tax (PAT) for the year.

Note : 5 - Long-term borrowings

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|--|---------------------|---------------------|
| Secured : | | |
| Debentures | | |
| (465 Debentures of FV ₹ 10000 has been issued for 5 years. The rate of interest for 375 Debentures is 11%, 50 Debentures is 11.75% and 40 Debentures is 11.5%) | 46.50 | 46.50 |
| Unsecured : | | |
| Subordinate bond | | |
| (851787 Subordinate Bonds of FV 1000 and 12483 Subordinate Bonds of FV 5000 has been issued for a period of 5/ 5.5/ 6 years. The rate of interest for 14255 subordinate bonds is 14.87%, 423590 subordinated bond is 13%, 30100 subordinated bond is 13.39%, 49619 subordinated bond is 12.25%, 346706 subordinated bond is 12%) | 9,142.02 | 6,786.04 |
| Total | 9,188.52 | 6,832.54 |

Note : 6 - Long-term provisions

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|------------------------|---------------------|---------------------|
| Provision for Gratuity | 52.06 | 33.19 |
| Total | 52.06 | 33.19 |

Note : 7 - Other long-term liabilities

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|---------------------------------|---------------------|---------------------|
| Kuri Liability | | |
| Long term liability with Kuries | 2.52 | 9.15 |
| Total | 2.52 | 9.15 |

Note : 8 - Short-term borrowings

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|---|---------------------|---------------------|
| Loan from bank - Federal Bank Ltd. (Bank loan from The Federal Bank Ltd. is secured by pledge of Gold ornaments of minimum 22k purity at the rate of interest of 9.95%) | 43.52 | 299.24 |
| Loan from bank - South Indian Bank Ltd. (Bank loan from The South Indian Bank is secured by pledge of Gold- closed on 04-05-2022) | - | 2.34 |
| Vehicle loan (Vehicle loan from Federal Bank Ltd. against hypothecation of vehicle on 19-06-2019 at the rate of interest, 8.80%) | 10.50 | 18.13 |
| Bank overdraft (CSB Bank OD against pledge of gold for the limit of Rs 5,00,00,000 at the rate of interest, 12.50% and South Indian Bank OD against pledge of gold for the limit of Rs 1,80,00,000 at the rate of interest 10.50%) | 78.51 | 536.55 |
| Total | 132.52 | 856.26 |

Note : 9 - Other current liabilities

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|---|---------------------|---------------------|
| (a) Current maturities of long-term liabilities | | |
| Liability with kuries | 42.22 | 66.58 |
| (b) Interest payable on : | | |
| Debentures | 0.36 | 0.39 |
| Subordinate bonds | 630.04 | 537.41 |
| (c) Other payables | | |
| Audit fee payable | 1.80 | 1.53 |
| Employee Provident fund payable | 1.60 | 2.56 |
| Employee State Insurance payable | 1.74 | 0.94 |
| Salary payable | 62.33 | 35.79 |
| Salary payable to directors | 0.90 | 1.08 |
| Tax deducted at source payable | 8.72 | 1.55 |
| Rent payable | 10.42 | 9.64 |
| Advance received from customers against loan collection | 10.82 | 17.73 |
| Bank suspense | 7.65 | 7.65 |
| Interest received in advance | 4.85 | 13.43 |
| Telephone charges payable | 0.32 | 1.14 |
| Electricity charges payable | 0.24 | 0.95 |
| Interest on loans payable | 2.55 | 8.68 |
| GST payable | - | 3.23 |
| Advance received for bond issue | 6.05 | - |
| Labour welfare contribution payable | 0.23 | 0.03 |
| Other payables | 17.95 | 3.78 |
| Total | 810.81 | 714.10 |

Note : 10 - Short term provisions

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|--|---------------------|---------------------|
| (a) Provision for taxation | 147.23 | 38.03 |
| (b) Other provisions : | | |
| Provision for gratuity | 3.84 | 1.72 |
| Contingent provision against standard assets | 23.73 | 17.76 |
| Provision for non-performing assets | 943.52 | 713.14 |
| Total | 1,118.32 | 770.64 |

Note : 11 - Property, plant & equipment and Intangible assets (separately attached)**Note : 12 - Non-current investments**

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|--|---------------------|---------------------|
| (a) Investment in shares | | |
| JMJ plus kuries ltd* 13.931 | 18.00 | 18.00 |
| Add : Goodwill 4.068 | | |
| Projexcel37 Project Management Pvt Ltd (6800, 5% Preference shares of FV @ ₹100/ each) | 6.80 | 6.80 |
| Projexcel37 Project Management Pvt Ltd (200 Equity shares of FV @ ₹100/ each) | 0.20 | 0.20 |
| Foschia Resorts Pvt Ltd (100 Equity shares FV of ₹10000 each at ₹11000) | 11.00 | 11.00 |
| (b) Investment in kuries | | |
| Kuri investments | 114.40 | 202.97 |
| Total | 150.40 | 238.97 |

*Note : Goodwill is determined in accordance with the Equity Method described in AS 23 - Accounting for Investments in Associates in Consolidated Financial Statements.

Note : 13 - Long term loans and advances

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|---------------------------|---------------------|---------------------|
| Financial assets : | | |
| Term loan | 1,096.19 | 1,428.14 |
| Total | 1,096.00 | 1,428.14 |

Note : 14 - Cash and cash equivalents

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|------------------------------|---------------------|---------------------|
| (a) Cash in hand | 679.58 | 561.89 |
| (b) Balance with bank | | |
| Current account | 89.17 | 200.66 |
| Fixed deposits | 103.11 | 103.47 |
| Total | 872.00 | 866.00 |

Note : 15 - Short term loans and advances

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|--|---------------------|---------------------|
| (a) Current maturity of long term financial assets: | | |
| Term loan | 5,053.70 | 1,300.09 |
| Gold loan | 10.44 | 8.99 |
| Business loan | 357.40 | 161.27 |
| (b) Other financial assets : | | |
| Term loan | 2,668.94 | 2,232.60 |
| Gold loan | 2,615.55 | 3,946.68 |
| Business loan | 208.81 | 450.12 |
| (c) Other : | | |
| Building rent advance | 87.55 | 84.37 |
| Security Deposits | 1.60 | 1.58 |
| Other advances | 0.04 | 0.11 |
| Total | 11,004.02 | 8,185.81 |

Note : 16 - Other current assets

₹ in Lakhs

| Particulars | As at 31-03-2023 | As at 31-03-2022 |
|-------------------------------------|---------------------|---------------------|
| Interest receivable on loans | 40.96 | 177.56 |
| Interest receivable on deposits | 1.65 | 1.54 |
| Kuri loss to be written off | 34.53 | 15.87 |
| TDS | 10.14 | 14.12 |
| Income tax refund | 36.57 | 36.57 |
| Advance tax | - | 15.00 |
| Advance paid | - | 0.38 |
| Sundry expenses receivable | 166.09 | 140.35 |
| Input tax credit | 6.17 | - |
| Income tax deposit against appeal** | 24.00 | 24.00 |
| Other receivables | 0.70 | 0.02 |
| Total | 321.00 | 425.00 |

**Note: The appeal for the AY 2017-18 is allowed as per the order u/s 250 of Income Tax Act, 1961, dated 31-10-2022.

Ref: DIN & Order No : ITBA/NFAC/S/250/2022-23/1046534753(1)

Note : 17 - Revenue from operation

₹ in Lakhs

| Particulars | Year ended 31-03-2023 | Year ended 31-03-2022 |
|-------------------------------|--------------------------|--------------------------|
| Financial activities : | | |
| Interest on loans | 2,857.73 | 1,831.38 |
| Total | 2,857.73 | 1,831.38 |

Note : 18 - Other income

₹ in Lakhs

| Particulars | Year ended 31-03-2023 | Year ended 31-03-2022 |
|--------------------------------------|--------------------------|--------------------------|
| Penal interest | 11.92 | 21.48 |
| Interest on bank deposits | 15.36 | 10.01 |
| Profit on Kuri investment | 6.05 | 4.93 |
| Dividend received on Kuri investment | 2.53 | 3.63 |
| Provision for NPA reversal | - | 92.85 |
| Processing charges | 1.63 | 3.05 |
| Appraising charge | 0.03 | 6.35 |
| Other incomes | 0.22 | 0.20 |
| Total | 37.75 | 142.49 |

Note : 19 - Employee benefit expenses

₹ in Lakhs

| Particulars | Year ended 31-03-2023 | Year ended 31-03-2022 |
|---|--------------------------|--------------------------|
| Salaries and wages | 524.06 | 282.75 |
| Remuneration to directors | 10.40 | 8.05 |
| Contribution to provident funds | 12.20 | 12.23 |
| Contribution to employees state insurance | 12.38 | 6.96 |
| Staff welfare expenses | 22.42 | 12.76 |
| Labour welfare fund contribution | 0.76 | 0.18 |
| Total | 582.23 | 322.93 |

Note : 20 - Finance costs

₹ in Lakhs

| Particulars | Year ended 31-03-2023 | Year ended 31-03-2022 |
|---------------------------|--------------------------|--------------------------|
| Interest expense : | | |
| Subordinate bonds | 1,097.86 | 869.41 |
| Debenture | 5.22 | 0.70 |
| Bank loan | 41.02 | 130.97 |
| Vehicle loan | 1.27 | 1.93 |
| Total | 1,145.38 | 1,003.01 |

Note : 21 - Depreciation and amortization

₹ in Lakhs

| Particulars | Year ended 31-03-2023 | Year ended 31-03-2022 |
|-------------------------------|--------------------------|--------------------------|
| Depreciation and amortization | 46.22 | 42.84 |
| Total | 46.22 | 42.84 |

Note : 22 - Other expenses

₹ in Lakhs

| Particulars | Year ended 31-03-2023 | Year ended 31-03-2022 |
|--------------------------------------|--------------------------|--------------------------|
| (a) Administrative expenses : | | |
| Advertisement expenses | 18.08 | 17.85 |
| Business promotion expenses | 4.96 | 5.19 |
| Annual maintenance charges | 8.03 | 4.30 |
| Office expenses | 17.13 | 15.68 |
| Office inauguration expenses | 2.20 | 0.76 |
| Bank charges | 8.51 | 11.82 |
| Building rent | 80.21 | 73.99 |
| Filing fees | 0.62 | 0.86 |
| Printing and stationary | 16.01 | 12.04 |
| Telephone expense | 13.40 | 13.66 |
| Electricity charges | 10.94 | 10.62 |
| Insurance | 2.64 | 2.56 |
| Commission and brokerage | 173.66 | 90.67 |
| Generator running expense | 0.42 | 0.16 |
| Rates and taxes | 28.01 | 4.19 |
| Software expenses | - | 0.39 |
| Postage and couriers | 1.31 | 0.99 |
| Professional fees | 7.28 | 17.53 |
| Repair and maintenance | 10.42 | 5.14 |
| Renovation office expenses | 4.38 | 2.68 |
| Travelling and fuel expenses | 45.76 | 25.33 |
| Kuri loss written off | 13.50 | 46.72 |
| Loan written off | 1.48 | 0.89 |
| Membership fees | 0.06 | 0.06 |
| Loss on sale of fixed assets | 1.85 | 0.13 |
| Miscellaneous expenses | 0.10 | 0.14 |
| (b) Provisions : | | |
| Gratuity | 22.43 | 6.56 |
| Provision for standard assets | 6.12 | 0.94 |
| Provision for non performing assets | 230.38 | - |
| (c) Payment to Auditors : | | |
| Statutory Auditor fee | 2.00 | 1.70 |
| Total | 731.90 | 373.54 |

Note 11 - Property, plant & equipment and Intangible assets

| ₹ in Lakhs | | | | | | | | | |
|--------------------------|----------------------|--------------|-------------|--------------------------|---------------------|--------------------|---------------------|---------------------|--|
| Particular | Gross carrying value | | | Accumulated depreciation | | Net carrying value | | | |
| | As at 01-04-2022 | Addition | Deletion | As at 31-03-2023 | As at 01-04-2022 | Current Year | As at 31-03-2023 | As at 31-03-2022 | |
| Land | 170.19 | - | - | 170.19 | - | - | 170.19 | 170.19 | |
| Building | 2.18 | - | - | 2.18 | 1.24 | - | 0.94 | 0.94 | |
| Telephone equipments | 6.38 | 1.41 | - | 7.79 | 2.40 | 0.82 | 4.56 | 3.98 | |
| Electrical equipments | 48.92 | 11.99 | - | 60.90 | 11.24 | 5.42 | 44.24 | 37.68 | |
| Fire extinguisher | 0.07 | - | - | 0.07 | 0.01 | 0.01 | 0.04 | 0.06 | |
| Plant and machinery | 0.68 | - | - | 0.68 | 0.39 | 0.05 | 0.24 | 0.29 | |
| Gold weighing machine | 7.84 | - | - | 7.84 | 2.35 | 0.81 | 4.68 | 5.49 | |
| Cash counting machine | 2.12 | - | - | 2.12 | 0.22 | 0.20 | 1.70 | 1.90 | |
| Gold detector machine | 0.08 | - | - | 0.08 | 0.01 | 0.01 | 0.06 | 0.07 | |
| Computer and peripherals | 75.71 | 19.17 | - | 94.88 | 58.91 | 10.52 | 25.45 | 16.81 | |
| Motor car | 75.70 | - | - | 75.70 | 30.11 | 8.33 | 37.26 | 45.59 | |
| Motor bike | 3.88 | - | - | 3.88 | 2.06 | 0.35 | 1.48 | 1.82 | |
| Furniture and fixtures | 122.43 | 26.74 | 3.35 | 145.82 | 29.58 | 15.90 | 98.49 | 92.85 | |
| Total | 516.19 | 59.30 | 3.35 | 572.15 | 138.52 | 42.43 | 389.34 | 377.67 | |

| ₹ in Lakhs | | | | | | | | | |
|--------------------------------|----------------------|--------------|-------------|--------------------------|---------------------|--------------------|---------------------|---------------------|--|
| Particular | Gross carrying value | | | Accumulated amortization | | Net carrying value | | | |
| | As at 01-04-2022 | Addition | Deletion | As at 31-03-2023 | As at 01-04-2022 | Current Year | As at 31-03-2023 | As at 31-03-2022 | |
| Computer software | 26.77 | 9.55 | - | 36.33 | 13.07 | 3.79 | 19.46 | 13.70 | |
| Total | 26.77 | 9.55 | - | 36.33 | 13.07 | 3.79 | 19.46 | 13.70 | |
| Grand Total | 542.97 | 68.85 | 3.35 | 608.47 | 151.59 | 46.22 | 408.80 | 391.37 | |
| Previous year (2021-22) | 518.69 | 24.62 | 0.34 | 542.97 | 108.75 | 42.84 | 391.37 | 409.94 | |

1. Percentage of Gold Loan to Total Asset

| Particulars | 31-03-2023 | 31-03-2022 |
|---------------------------------------|-----------------------|-----------------------|
| Gold Loan | 26,25,98,240 | 39,55,66,963 |
| Total Assets | 1,38,62,14,245 | 1,15,41,58,134 |
| % of Gold Loan to Total Assets | 18.94% | 34.27% |

2. Leverage Ratio

| Particulars | 2022-23 | 2021-22 |
|---|-----------------------|---------------------|
| Total Liabilities | 1,38,62,14,245 | 1,15,41,58,134 |
| Less: Share Capital | 26,18,19,500 | 26,18,19,500 |
| Reserves and Surplus | (60,79,892) | (2,92,50,306) |
| Provisions | 11,70,38,041 | 8,03,83,633 |
| Total Outside Liabilities (A) | 1,01,34,36,596 | 84,12,05,307 |
| Share Capital | 26,18,19,500 | 26,18,19,500 |
| Reserves and Surplus | (60,79,892) | (2,92,50,306) |
| Less: Deferred Revenue Expenditure | - | - |
| Deferred Tax Assets | 10,04,961 | 5,86,729 |
| Other Intangible Assets | 19,46,008 | 13,69,988 |
| Total Owned Funds (B) | 25,27,88,639 | 23,06,12,477 |
| Leverage Ratio (A) / (B) | 4.01 | 3.65 |

3. Details of Auction Held During the Year 2022-23. Additional disclosure as required by Circular DNBS.C.C.PD.No.365/03/10.01/2013-2014 dated September 16th, 2013 issued by Reserve Bank of India on auction of gold ornaments pledged by borrowers, during the financial year 2022-23.

₹ in Lakhs

| Year | No of loan accounts | Principal Amount outstanding at the dates of auction (A) | Interest & Other Charges outstanding at the dates of auctions (B) | Total (A+B) | Value fetched* |
|--------------|---------------------|--|---|-------------|----------------|
| FY 2022-2023 | 164 | 188.02 | 59.52 | 247.54 | 269.53 |
| FY 2021-2022 | 1317 | 1112.88 | 309.17 | 1422.05 | 1071.49 |

*excluding GST collected from the buyer.

No sister concerns participated in the auction held during the period

4. Provision for Standard and Non-performing Asset as per Prudential Norms

| Type of loan | Loan status | As on March 31, 2023 | | As on March 31, 2022 | |
|------------------|--------------------|-----------------------|--------------------|----------------------|--------------------|
| | | Amount | Provision | Amount | Provision |
| Gold | Standard Assets | 23,31,41,059 | 5,82,853 | 36,47,73,066 | 9,11,933 |
| | Substandard Assets | 57,93,903 | 5,79,390 | 2,79,12,394 | 27,91,239 |
| | Doubtful Assets | 2,36,63,278 | 52,10,081 | 26,10,600 | 5,79,420 |
| | Loss Assets | - | - | 2,70,903 | 2,70,903 |
| Total A | | 26,25,98,240 | 63,72,324 | 39,55,66,963 | 45,53,495 |
| | | | | | |
| Other loans | Standard Assets | 72,20,39,960 | 18,05,100 | 34,55,40,939 | 8,63,852 |
| | Substandard Assets | 1,92,63,621 | 19,26,362 | 8,79,83,446 | 87,98,345 |
| | Doubtful Assets | 17,50,14,760 | 6,44,50,500 | 10,57,55,176 | 4,09,30,466 |
| | Loss Assets | 2,21,85,417 | 2,21,85,417 | 1,79,43,270 | 1,79,43,270 |
| Total B | | 93,85,03,758 | 9,03,67,379 | 55,72,22,831 | 6,85,35,933 |
| | | | | | |
| Total A+B | | 1,20,11,01,998 | 9,67,39,703 | 95,27,89,794 | 7,30,89,429 |

| LOANS | STANDARD | NON-PERFORMING ASSETS | | | | | TOTAL |
|--------------|---------------------------|--|--------------------|--------------------|--------------------|--------------------|-----------------------|
| | | STD | SUB-STD | D1 | D2 | D3 | |
| Gold loans | 23,31,41,059 | 57,93,903 | 1,88,89,021 | 47,74,257 | - | - | 26,25,98,240 |
| Other loans | 72,20,39,960 | 1,92,63,621 | 5,56,68,247 | 3,17,82,031 | 8,75,64,482 | 2,21,85,417 | 93,85,03,758 |
| TOTAL | 95,51,81,019 | 2,50,57,524 | 7,45,57,268 | 3,65,56,288 | 8,75,64,482 | 2,21,85,417 | 1,20,11,01,998 |
| LOANS | STANDARD PROVISION | NON-PERFORMING ASSETS PROVISION | | | | | TOTAL |
| | | STD | SUB-STD | D1 | D2 | D3 | |
| Gold loans | 5,82,853 | 5,79,390 | 37,77,804 | 14,32,277 | - | - | 63,72,324 |
| Other loans | 18,05,100 | 19,26,362 | 1,11,33,649 | 95,34,609 | 4,37,82,241 | 2,21,85,417 | 9,03,67,379 |
| TOTAL | 23,87,953 | 25,05,752 | 1,49,11,454 | 1,09,66,886 | 4,37,82,241 | 2,21,85,417 | 9,67,39,703 |
| LOANS | STANDARD NET OF PROVISION | NON-PERFORMING ASSETS NET OF PROVISION | | | | | NET NPA |
| | | STD | SUB-STD | D1 | D2 | D3 | |
| Gold loans | 23,25,58,206 | 52,14,513 | 1,51,11,217 | 33,41,980 | - | - | 25,62,25,916 |
| Other loans | 72,02,34,860 | 1,73,37,259 | 4,45,34,598 | 2,22,47,422 | 4,37,82,241 | - | 84,81,36,379 |
| TOTAL | 95,27,93,066 | 2,25,51,772 | 5,96,45,814 | 2,55,89,402 | 4,37,82,241 | - | 1,10,43,62,295 |

Schedules as per Annexure III of Master Direction Dated September 01, 2016
Financial Year 2022-23

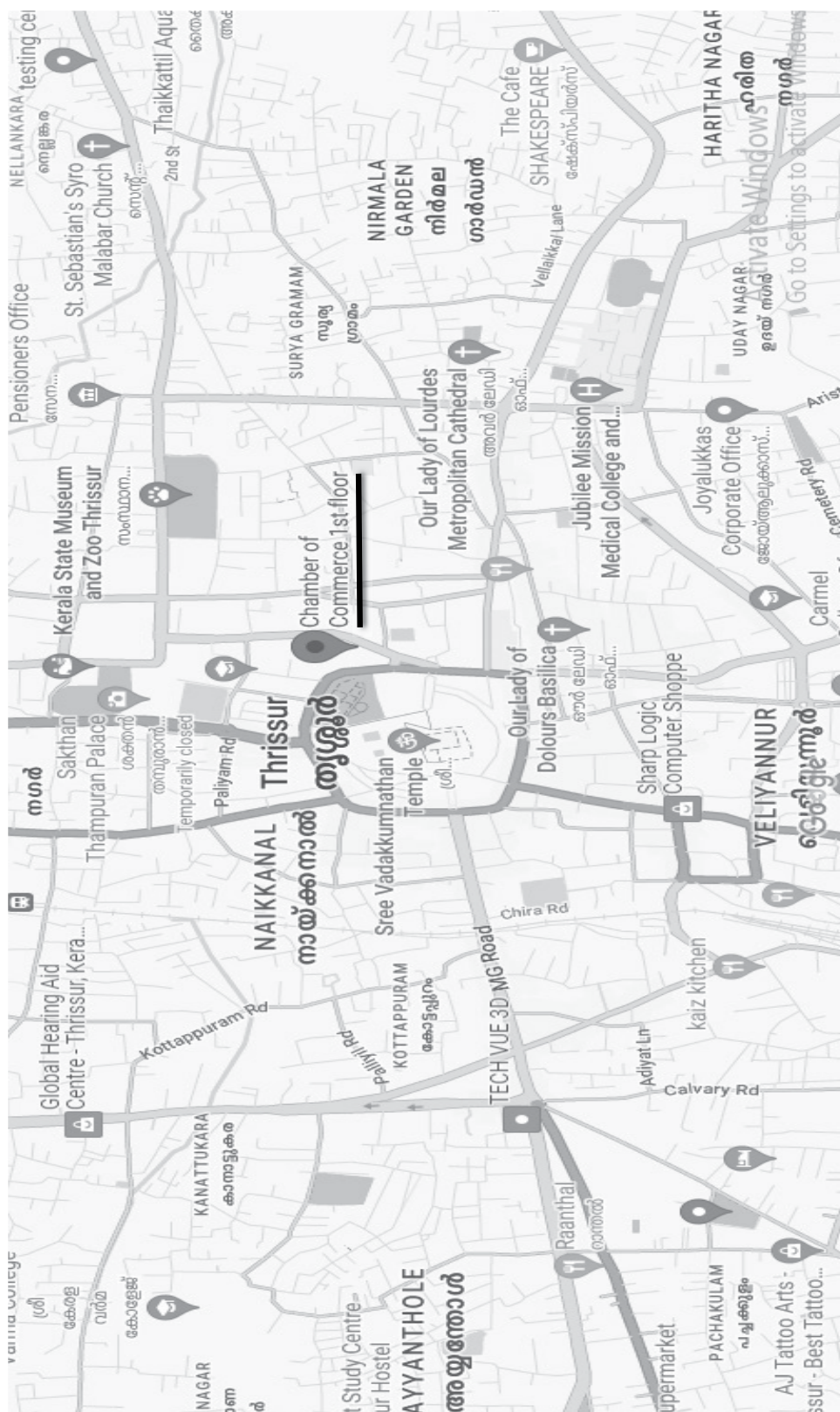
| Particulars | (₹ in Lakhs) | |
|--|--------------------|----------------|
| Liabilities side | Amount outstanding | Amount overdue |
| (1) Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid : | | |
| (a) Debentures : | | |
| (i) Secured | 46.86 | NIL |
| (ii) Unsecured | NIL | NIL |
| (other than falling within the meaning of public deposits*) | | |
| (b) Deferred credits | NIL | NIL |
| (c) Term loans | 54.02 | NIL |
| (d) Inter-corporate loans and borrowing | NIL | NIL |
| (e) Commercial paper | NIL | NIL |
| (f) Public deposits* | NIL | NIL |
| (g) Bond | NIL | NIL |
| (h) Subordinated debt | 9,772.06 | NIL |
| (i) Bank overdraft | 78.51 | NIL |
| * Please see Note 1 below | | |
| (2) Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid) : | | |
| (a) In the form of unsecured debentures | NIL | NIL |
| (b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security | NIL | NIL |
| (c) Other public deposits* | NIL | NIL |
| * Please see Note 1 below | | |
| Assets side | Amount outstanding | |
| (3) Break-up of Loans and Advances including bills receivables [other than those included in (4) below] : | | |
| (a) Secured | | 5,072.56 |
| (b) Unsecured | | 6,938.46 |
| (4) Break up of leased assets and stock on hire and other assets counting towards asset financing activities | | |
| (i) Lease assets including lease rentals under sundry debtors : | | |
| (a) Financial lease | | NIL |
| (b) Operating lease | | NIL |
| (ii) Stock on hire including hire charges under sundry debtors : | | |
| (a) Assets on hire | | NIL |
| (b) Repossessed assets | | NIL |
| (iii) Other loans counting towards asset financing activities | | |
| (a) Loans where assets have been repossessed | | NIL |
| (b) Loans other than (a) above | | NIL |

| | | |
|------------------------------|--|--------|
| (5) Break-up of investments | | |
| Current investments | | |
| 1. Quoted | | |
| (i) Shares | | |
| (a) Equity | | NIL |
| (b) Preference | | NIL |
| (ii) Debentures and bonds | | NIL |
| (iii) Units of mutual funds | | NIL |
| (iv) Government securities | | NIL |
| (v) Others (please specify) | | NIL |
| 2. Unquoted | | |
| (i) Shares | | |
| (a) Equity | | NIL |
| (b) Preference | | NIL |
| (ii) Debentures and bonds | | NIL |
| (iii) Units of mutual funds | | NIL |
| (iv) Government securities | | NIL |
| (v) Others (please specify) | | NIL |
| (6) Long term investments | | |
| 1. Quoted | | |
| (i) Share | | |
| (a) Equity | | NIL |
| (b) Preference | | NIL |
| (ii) Debentures and bonds | | NIL |
| (iii) Units of mutual funds | | NIL |
| (iv) Government securities | | NIL |
| (v) Others (please specify) | | NIL |
| 2. Unquoted | | |
| (i) Shares | | |
| (a) Equity | | 29.20 |
| (b) Preference | | 6.80 |
| (ii) Debentures and bonds | | NIL |
| (iii) Units of mutual funds | | NIL |
| (iv) Government securities | | NIL |
| (v) Kuri investments | | 114.40 |
| (vi) Others (please specify) | | NIL |

| Borrower group-wise classification of assets financed as in (3) and (4) above : Please see Note 2 below | | | |
|---|--------------------------|-----------|-----------|
| Category | Amount net of provisions | | |
| | Secured | Unsecured | Total |
| 1. Related Parties ** | | | |
| (a) Subsidiaries | NIL | NIL | NIL |
| (b) Companies in the same group | NIL | NIL | NIL |
| (c) Other related parties | NIL | 106.07 | 106.07 |
| 2. Other than related parties | 5,072.56 | 6,832.39 | 11,904.95 |
| Total | 5,072.56 | 6,938.46 | 12,011.02 |

| Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :Please see note 3 below | | |
|--|---|-----------------------------------|
| Category | Market Value / Break up or fair value or NAV | Book Value (Net of Provisions) |
| 1. Related Parties ** | | |
| (a) Subsidiaries | NIL | NIL |
| (b) Companies in the same group | 18.00 | 18.00 |
| (c) Other related parties | NIL | NIL |
| 2. Other than related parties | 18.00 | 18.00 |
| Total | 36.00 | 36.00 |
| ** As per Accounting Standard of ICAI (Please see Note 3) | | |
| Other information | | |
| Particulars | | Amount |
| (i) Gross Non-Performing Assets | | |
| (a) Related parties | | NIL |
| (b) Other than related parties | | 2,459.21 |
| (ii) Net Non-Performing Assets | | |
| (a) Related parties | | NIL |
| (b) Other than related parties | | 1,515.69 |
| (iii) Assets acquired in satisfaction of debt | | NIL |
| Notes : | | |
| 1. As defined in point xxv of paragraph 3 of Chapter -II of these Directions. | | |
| 2. Provisioning norms shall be applicable as prescribed in these Directions. | | |
| 3. All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up / fair value / NAV in respect of unquoted investments shall be disclosed irrespective of whether they are classified as long term or current in (5) above. | | |

M/s. JMJ Finance Limited.



ATTENDANCE SLIP

(To be presented at the entrance of the AGM venue)

Name & Address of the Shareholder

Folio No: -----

No. of Shares.....

I Certify that I am a member / proxy appointed by the member* of the company and record my Presence at the 27th Annual General Meeting of the Company, held on Saturday, 30th September, 2023 at 11.00 A.M at **Chamber of Commerce Hall, 1st Floor, Palace Road, Thrissur- 680020.**

Name of the Shareholder / Proxy*
(in Block Letters)

Signature of the Shareholder/Proxy

* Strike Out whichever is not applicable.

Note:

- Please fill up this attendance slip and Handover at the entrance of the meeting hall.
- Members may bring their copy of notice of AGM for the meeting

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

| | |
|------------------------|---|
| CIN: | U65910KL1996PLC010270 |
| Name of the company: | JMJ FINANCE LIMITED |
| Registered office: | Door No.25/469/23, 3rd Floor, Pooma Complex, Naduvilal Junction., M.G Road, Thrissur, Kerala- 680001 |
| Name of the member(s): | |
| Registered address: | |
| Email Id: | |
| Folio No./Client Id: | |
| DP ID: | |

I/We, being the member (s)/holder of shares of the above named company,
hereby appoint-

| | | |
|---|------------|--|
| 1 | Name: | |
| | Address: | |
| | E-mail Id: | |
| | Signature: | |

Or failing him/her

| | | |
|----|------------|--|
| 2. | Name: | |
| | Address: | |
| | E-mail Id: | |
| | Signature: | |

Or failing him/her

| | | |
|----|------------|--|
| 3. | Name: | |
| | Address: | |
| | E-mail Id: | |
| | Signature: | |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the company, to be held on 30.09.2023 (Saturday) at 11.00 a.m. at Chamber of Commerce Hall, 1st Floor, Palace Road, Thrissur– 680020 and any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Particulars | For | Against |
|--------------------------|---|-----|---------|
| Ordinary Business | | | |
| 1. | To receive, consider, approve and adopt the Audited financial statements including consolidated financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon | | |
| 2. | To appoint a Director in place of Shri. Joel Joju Madathumpady, Director (DIN: 08205250), who retires by rotation and being eligible, offers himself for re-appointment | | |
| Special Business | | | |
| 3. | Re-Appointment of Shri. Shaji Devassykutty Thaivalappil (DIN: 08043511), as Whole-Time Director (WTD) | | |
| 4. | Approval of remuneration payable to Shri. Nellayiparambil Rappai Roy (DIN:08043543), Director of the Company | | |
| 5. | Approval of remuneration payable to Shri. Joel Joju Madathumpady (DIN: 08205250), Director of the Company | | |
| 6. | Regularisation of appointment of Adv. Sandesh Raja Kodungalloor (DIN: 10180299), Additional Director (Non-Executive & Independent) as Director (Non-Executive & Independent) | | |
| 7. | Approval for Issuance of Secured Redeemable Non-convertible Debentures on private placement | | |

Signed this..... day of September 2023

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, **not less than 48 hours** before the commencement of the Meeting.
2. A Proxy form which does not state the name of the Proxy shall not be considered valid. Undated Proxy shall not be considered valid. Proxies which are incomplete will not be valid.
3. A Proxy shall not have right to speak and shall not vote on a show of hands.
4. Vote should be cast either in "For" (if favour the resolution), or in "against" (if you are against the resolution) by putting a tick mark (✓) in appropriate columns.

| | |
|---------------------|--|
| For Office Use only | |
| Date of receipt: | |

Affix
Revenue
Stamp

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.

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

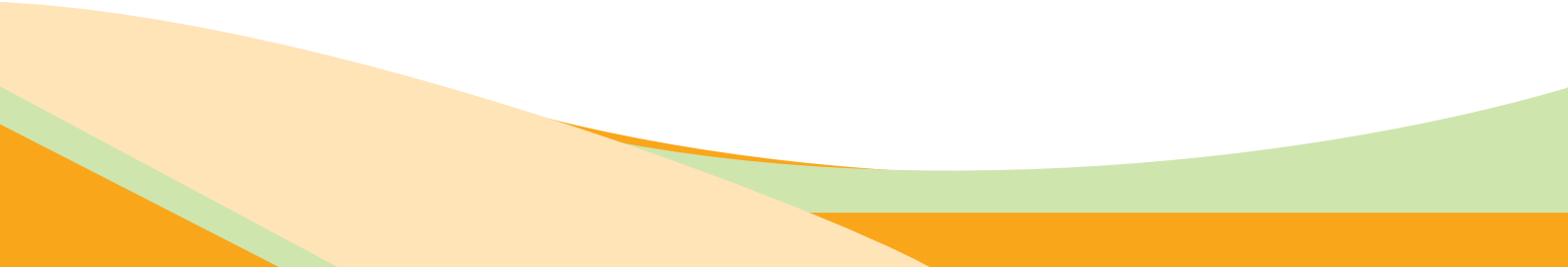
Place:

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. |
|-----------------------------|----------------------|-------------------------------------|
| | | |



BEST INVESTMENT OPTIONS





A NBFC registered with RBI

CIN: U65910KL1996PLC010270

Registered Office

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

Ph: 0487-2428175, 8111837700