



May 23, 2024

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai 400 001

**National Stock Exchange of India Limited**

Exchange Plaza,  
Plot No. C/1, G Block, Bandra-Kurla Complex,  
Bandra (East), Mumbai 400 051

**Scrip Code:** 543940

**Trading Symbol:** JIOFIN

Dear Sirs,

**Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice**

---

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Postal Ballot Notice dated May 18, 2024, along with the explanatory statement, seeking approval of the members of the Company, by way of remote e-voting process (“e-voting”) for:

1. Alteration of the Objects Clause of the Memorandum of Association of the Company;
2. Material Related Party Transactions of subsidiaries of the Company;
3. Foreign investments (including foreign portfolio investments) in the equity share capital of the Company upto 49% (forty-nine per cent) of the paid-up equity share capital of the Company (post conversion as Core Investment Company); and
4. Appointment of Ms. Rama Vedashree (DIN: 10412547) as an Independent Director of the Company.

Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners, as on Friday, May 17, 2024 (“Cut-Off Date”), received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

The Company has engaged the services of KFin Technologies Limited, Registrar and Transfer Agent, as the agency to provide e-voting facility to all its members.



The e-voting facility will be available during the following voting period:

Commencement of e-voting:	9:00 a.m. (IST) on Friday, May 24, 2024
End of e-voting:	5:00 p.m. (IST) on Saturday, June 22, 2024

The Postal Ballot Notice is also available on the Company's website at [www.jfs.in](http://www.jfs.in).

This is for your information and records.

Thanking you,

Yours faithfully,  
For **Jio Financial Services Limited**

**Mohana V**  
**Group Company Secretary**  
**and Compliance Officer**

Encl.: as above

Copy to:

**KFin Technologies Limited**  
Selenium Tower B, Plot 31-32,  
Gachibowli, Financial District,  
Nanakramguda, Hyderabad - 500 032

**National Securities Depository Limited**  
Trade World, A Wing, 4th Floor,  
Kamala Mills Compound,  
Lower Parel, Mumbai - 400013

**Central Depository Services (India) Limited**  
Marathon Futurex, A-Wing, 25<sup>th</sup> Floor,  
N.M. Joshi Marg, Lower Parel,  
Mumbai - 400013



## JIO FINANCIAL SERVICES LIMITED

(formerly known as Reliance Strategic Investments Limited)

CIN: L65990MH1999PLC120918

Registered Office: 1<sup>st</sup> Floor, Building 4NA, Maker Maxity, Bandra Kurla Complex, Bandra (East), Mumbai – 400051

Tel No. 022 3555 4094; Website: [www.jfs.in](http://www.jfs.in); Email: [investor.relations@jfs.in](mailto:investor.relations@jfs.in)

### POSTAL BALLOT NOTICE

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

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed for approval by the members of Jio Financial Services Limited (“the Company”) by means of Postal Ballot, only by remote e-voting process (“e-voting”) being provided by the Company to all its members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 (“the Act”), Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder is also attached.

The Board of Directors has appointed Shri Chandrahas C. Dayal, a Practising Chartered Accountant (Membership No.: 010623), Partner of Dayal and Lohia, Chartered Accountants or failing him Shri Khushit Jain, a Practising Chartered Accountant (Membership No.: 608082), Partner of Dayal and Lohia, Chartered Accountants, as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser’s decision on the validity of the votes cast in the Postal Ballot shall be final.

The Company has engaged the services of KFin Technologies Limited (“KFinTech” or “Registrar and Transfer Agent”) as the agency to provide e-voting facility.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	9:00 a.m. (IST) on Friday, May 24, 2024
End of e-voting:	5:00 p.m. (IST) on Saturday, June 22, 2024

The Scrutiniser will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorised by him. The results of e-voting will be announced on or before Tuesday, June 25, 2024, and will be displayed on the Company’s website at [www.jfs.in](http://www.jfs.in) and the website of KFinTech at <https://evoting.kfintech.com>. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

#### SPECIAL BUSINESS

##### 1. Alteration of the Objects Clause of the Memorandum of Association of the Company

To consider and pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 13 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals as may be necessary or required, Clause III.A. of the Memorandum of Association of the Company relating to its Objects be and is hereby altered by adding the following new sub-clauses 3, 4, 5, 6, 7 and 8 after the existing sub-clause 2 in Clause III.A.:

- to act as a sponsor / trustee / investment manager to asset management, mutual funds, offshore mutual funds, various pooled investment vehicles including but not limited to domestic alternative investment funds and / or offshore investment funds, and to promote

- / incorporate companies / entities to undertake the businesses of asset management, mutual funds including offshore mutual funds, retail and institutional distribution of the schemes of mutual funds or any other financial products issued by banks, mutual funds or any financial intermediary and to act as principals, agents, contractors, trustees, or otherwise and by or through trustees, agents or otherwise either alone or in conjunction with others for financial products such as deposits, government securities, shares, bonds, debentures and / or other financial instruments in any part of the world.
4. to promote / incorporate companies / entities to undertake the business of portfolio management services, investment advisory services, research analyst services, custodial services, asset management services, stock brokers, portfolio managers, investment managers, financial consultants, management consultants, and to provide advisory services, including support and incidental services to clients in India and abroad for dealing in securities, shares, stocks, debentures, bonds, funds, units, deposit receipts, currency, deposit certificates, commercial papers, warrants, other securities of all kinds, depository receipts, derivatives of all kinds, exchange traded funds and commodity derivatives and other commodities of all kinds and all other instruments and products of all kinds issued including but not limited to by Companies, Statutory Corporations, Central Government, State Government(s), Municipalities, Public authority, financial institutions, banks or any body corporate directly or through brokers or its sub-brokers.
  5. to promote / incorporate companies / entities to undertake, carry on and transact in any manner whatsoever, whether in India or in any part of the world all or any kinds of insurance / reinsurance / assurance, including life insurance business, health insurance, general insurance, indemnity or guarantee business of all kinds, classes, nature and description whether of a kind now known or hereafter devised including (but without prejudice to the generality of the foregoing) fire, marine, accident, aviation, transit, motor vehicles, engineering and miscellaneous insurances and insurances covering any liability under any law, convention or agreement, subject to the provisions of the Insurance Regulatory & Development Authority Act, 1999, Insurance Act, 1938 and other relevant Acts, the rules and regulations framed thereunder.
  6. to promote / incorporate companies / entities to undertake, carry on and transact the business of soliciting or procuring insurance business as an insurance agent and / or to act as an insurance intermediary or broker in respect of general insurance, life insurance, or reinsurance business or to act as a composite broker and / or to promote / incorporate companies / entities to carry on the business of distribution of insurance products and / or to act as an insurance consultant and / or to act as surveyors and loss assessors subject to the provisions of the Insurance Regulatory & Development Authority Act, 1999 and other relevant Acts, and the rules and regulations framed thereunder.
  7. to promote / incorporate companies / entities to undertake, carry on and transact the business of an asset reconstruction company and / or a securitisation company to purchase, acquire, invest, transfer, sell, dispose off or trade in participation certificates, participation units, securitised debts, asset backed securities or mortgage backed securitised debt or asset backed securitised debt whether representing financial assets, receivables, debt, whether unsecured or secured by mortgage of immovable or hypothecation or charge on movables or otherwise, whether existent, accruing, conditional, contingent, future, performing or non-performing, impaired or unimpaired, or otherwise, to purchase, acquire, invest, transfer, sell, dispose off or trade in or issue to public or private investors securities or instruments or certificates issued thereof or therewith or enter into agreements or arrangements thereof, to promote, organise or manage fund, investments, financial assets, receivables, debt, or securities thereof (if any), on a discretionary basis or non-discretionary basis on behalf of any person or persons (whether individual, firm, companies, bodies corporate, Government, State, Sovereign, public body or authority (supreme, local or trusts, pension funds, offshore funds, charities or other associations or entities) whether in private or public sector.
  8. to act as a sponsor / promoter and the like and / or as a person controlling companies / entities undertaking / engaged in / propose to undertake / engage in the financial services businesses including those specified in sub-clauses 3, 4, 5, 6 and 7.
- RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things including making applications for such approvals / consents, as may be required, and to accept any modification(s), amendment(s), if any, which may be specified by the statutory and regulatory authorities without being required to seek any further approval of the members and the members shall be deemed to have given their approval thereto expressly by authority under this Resolution."
2. **Approval of Material Related Party Transactions of subsidiaries of the Company**
- To consider and pass the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the subsidiaries (as defined under the Companies Act, 2013) of the Company, to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) as more specifically set out in Table nos. A1 to A5 in the explanatory statement to this resolution on the respective material terms & conditions set out in each of Table nos. A1 to A5;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company / subsidiaries in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**3. Approve foreign investments (including foreign portfolio investments) in the equity share capital of the Company upto 49% (forty nine per cent) of the paid-up equity share capital of the Company (post conversion as Core Investment Company)**

To consider and pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Consolidated FDI Policy dated October 15, 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, the Companies Act, 2013 read with applicable rules made thereunder and all other applicable acts, rules, schedules, regulations, provisions, guidelines and circulars (including any statutory modification(s) or re-enactment(s) thereof, for the time being

in force) and subject to all applicable statutory / regulatory compliances and approval(s), permission(s) or sanction(s) as may be necessary (including but not limited to requisite approvals from the Department of Economic Affairs, Ministry of Finance), such conditions as may be prescribed by any of the said concerned authorities while granting such approval(s), permission(s) or sanction(s) and receipt of certificate of registration from the Reserve Bank of India as Core Investment Company and basis the approval of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for the Company to have foreign investments (including foreign portfolio investments) in the equity share capital of the Company, upto 49% (forty nine per cent) of the paid-up equity share capital of the Company on a fully diluted basis;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things including making applications for such approvals / consents, as may be required, as it may, in its absolute discretion, deem necessary and with power to resolve and settle all questions and difficulties that may arise in this regard without requiring the Board to secure any further approval of the members of the Company.”

**4. Appointment of Ms. Rama Vedashree (DIN: 10412547) as an Independent Director of the Company**

To consider and pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Ms. Rama Vedashree (DIN: 10412547), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, i.e., up to March 29, 2029, be and is hereby approved;

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

### By Order of the Board of Directors

#### Mohana V

Group Company Secretary and  
Compliance Officer

Mumbai, May 18, 2024

#### Registered Office:

1<sup>st</sup> Floor, Building 4NA,  
Maker Maxity, Bandra Kurla Complex,  
Bandra (East), Mumbai 400 051.  
CIN: L65990MH1999PLC120918  
Website: [www.jfs.in](http://www.jfs.in)  
E-mail: [investor.relations@jfs.in](mailto:investor.relations@jfs.in)  
Tel.: +91 22 3555 4094

#### NOTES:

1. A statement, pursuant to the provisions of the Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, May 17, 2024 ("**Cut-Off Date**") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at [www.jfs.in](http://www.jfs.in), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFinTech at <https://evoting.kfintech.com>.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at [www.jfs.in](http://www.jfs.in)) duly filled and signed along with requisite supporting documents to KFinTech at Selenium Tower B, Plot No. 31&32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.
5. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories, shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
6. Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("**SEBI Master Circular**"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. **The e-voting period commences at 9:00 a.m. (IST) on Friday, May 24, 2024 and ends at 5:00 p.m. (IST) on Saturday, June 22, 2024.**  
  
The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.
9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e., Saturday, June 22, 2024.
10. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to [investor.relations@jfs.in](mailto:investor.relations@jfs.in) mentioning his / her / its folio no. / DP ID and Client ID.
11. **PROCEDURE FOR E-VOTING:**
  - (i) **E-VOTING FACILITY:**
    - a. The Company is providing e-voting facility of KFinTech to its members to exercise their right to vote on the proposed resolutions by electronic means.

- b. **The e-voting facility will be available during the following voting period:**

Commencement of e-voting:	9:00 a.m. (IST) on Friday, May 24, 2024
End of e-voting:	5:00 p.m. (IST) on Saturday, June 22, 2024

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

- c. **The manner of e-voting by (i) individual members holding shares of the Company in demat mode, (ii) members other than individuals holding shares of the Company in demat mode, (iii) members holding shares of the Company in physical mode, and (iv) members who have not registered their e-mail address, is explained in the instructions given hereinbelow.**

- (ii) **INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**

- a. **Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.**

- b. **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:**

As per the SEBI Master Circular, **all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:**

### PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

#### National Securities Depository Limited (NSDL)

##### 1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:

- i. Type in the browser / Click on the following e-Services link: <https://eservices.nsdl.com>
- ii. Click on the button **“Beneficial Owner”** available for login under **‘IDeAS’** section.
- iii. A new page will open. Enter your User ID and Password for accessing IDeAS.
- iv. On successful authentication, you will enter your IDeAS service login. Click on **“Access to e-Voting”** under **Value Added Services** on the panel available on the left hand side.
- v. You will be able to see Company Name: “Jio Financial Services Limited” on the next screen. **Click on the e-Voting link available against Jio Financial Services Limited or select e-Voting service provider “KFinTech”** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

##### 2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:

- i. To register, type in the browser / Click on the following e-Services link: <https://eservices.nsdl.com>
- ii. Select option **“Register Online for IDeAS”** available on the left hand side of the page.
- iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.
- iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

##### 3. Users may directly access the e-Voting module of NSDL as per the following procedure:

- i. Type in the browser / Click on the following link: <https://www.evoting.nsdl.com/>
- ii. Click on the button **“Login”** available under **“Shareholder/Member”** section.
- iii. On the login page, enter User ID (i.e., 16-character demat account number held with NSDL, starting with IN), Login Type, i.e., is, through typing Password (in case you are registered on NSDL's e-voting platform) / through generation of OTP (in case your mobile / e-mail address is registered in your demat account) and Verification Code as shown on the screen.

#### Central Depository Services (India) Limited (CDSL)

##### 1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:

- i. Type in the browser / Click on any of the following links: <https://web.cdslindia.com/myeasitoken/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on **New System Myeasi / Login to My Easi option under Quick Login** (best operational in Internet Explorer 10 or above and Mozilla Firefox)
- ii. Enter your User ID and Password for accessing Easi / Easiest.
- iii. You will see Company Name: “Jio Financial Services Limited” on the next screen. **Click on the e-Voting link available against Jio Financial Services Limited or select e-Voting service provider “KFinTech”** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

##### 2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:

- i. To register, type in the browser / Click on the following link: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- ii. Proceed to complete registration using your DP ID-Client ID (BO ID), etc.
- iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

##### 3. Users may directly access the e-Voting module of CDSL as per the following procedure:

- i. Type in the browser / Click on the following link: <https://evoting.cdslindia.com/Evoting/EvotingLogin>
- ii. Provide Demat Account Number and PAN.
- iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.



iv. You will be able to see Company Name: “Jio Financial Services Limited” on the next screen. **Click on the e-Voting link available against Jio Financial Services Limited or select e-Voting service provider “KFinTech”** and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the **e-Voting link available against Jio Financial Services Limited or select e-Voting service provider “KFinTech”** and you will be redirected to the e-Voting page of KFinTech to cast your vote without any further authentication.

**Procedure to login through their demat accounts / Website of Depository Participant**

Individual members holding shares of the Company in Demat mode can access **e-Voting facility provided by the Company using login credentials of their demat accounts** (online accounts) through their demat accounts / **websites of Depository Participants** registered with NSDL / CDSL. An option for “**e-Voting**” will be available once they have successfully logged-in through their respective logins. Click on the option “**e-Voting**” and they will be redirected to e-Voting modules of NSDL / CDSL (as may be applicable). **Click on the e-Voting link available against Jio Financial Services Limited or select e-Voting service provider “KFinTech”** and you will be redirected to the e-Voting page of KFinTech to cast your vote without any further authentication.

**Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.**

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>022-4886 7000 / 022-2499 7000</b> .	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>1800 22 55 33</b> .

**c. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) MEMBERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL MEMBERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE**

**(I) (A) In case a member receives an e-mail from the Company / KFinTech [for members whose e-mail address is registered with the Company / Depository Participant(s)]:**

- (a) Launch internet browser by typing the URL: <https://evoting.kfintech.com>
- (b) Enter the login credentials (**User ID and password provided in the e-mail**). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFinTech for e-voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free numbers 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) for assistance on your existing password.
- (c) After entering these details appropriately, click on “LOGIN”.
- (d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one

upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**

- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Jio Financial Services Limited.
- (g) On the voting page, enter the number of shares as on the Cut-Off Date under either “FOR” or “AGAINST” or alternatively, you may partially enter any number under “FOR” / “AGAINST”, but the total number under “FOR” / “AGAINST” taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose to “ABSTAIN” and vote will not be counted under either head.
- (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (i) Voting has to be done for each item in the Postal Ballot Notice separately. In case you do not desire to cast

your vote on any specific item, it will be treated as "ABSTAINED".

- (j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Institutional / Corporate Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail id: [jfsl.scrutinizer@kfintech.com](mailto:jfsl.scrutinizer@kfintech.com) with a copy marked to [evoting.jfsl@kfintech.com](mailto:evoting.jfsl@kfintech.com). Such authorisation shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".

**(B) In case of a member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:**

- (a) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update the same by clicking on <https://rkarisma.kfintech.com/shareholders> or by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [investor.relations@jfs.in](mailto:investor.relations@jfs.in) or to KFinTech at [jfsinvestor@kfintech.com](mailto:jfsinvestor@kfintech.com)
- (b) **Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.**
- (c) After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.
- (d) Follow the instructions at (I) (A) (a) to (m) to cast your vote.

**(II)** Members can also update their mobile number and e-mail address in the "user profile details" in their e-voting login on <https://evoting.kfintech.com>

**(III) Any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:**

- (a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to **9212993399**

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

Example for Physical: MYEPWD <SPACE> XXXX123456789

- (b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate password.
- (c) Member may call on KFinTech's toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).
- (d) Member may send an e-mail request to [evoting.jfsl@kfintech.com](mailto:evoting.jfsl@kfintech.com). After due verification of the request, User ID and password will be sent to the member.
- (e) If the member is already registered with KFinTech's e-voting platform, then he / she / it can use his / her / its existing password for logging-in.

**(IV)** In case of any query on e-voting, members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech's website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given below.

**(V) CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:**

**Members are requested to note the following contact details for addressing e-voting related grievances:**

Shri V. Balakrishnan, Vice President

KFin Technologies Limited

Selenium Tower B, Plot No. 31&32,

Gachibowli, Financial District,

Nanakramguda, Hyderabad 500 032.

Toll-free No.: 1800 309 4001

(from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days)

E-mail: [evoting.jfsl@kfintech.com](mailto:evoting.jfsl@kfintech.com)

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER**

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

**Item No. 1**

The Company proposes to act as sponsor / trustee / investment manager to asset management entities, mutual funds and other pooled investment vehicles. Further, the Company also proposes to promote, act as sponsor and set up companies / entities to undertake various financial services business such as asset management, mutual funds, distribution of various financial products, insurance business, insurance broking business, asset reconstruction company, as more specifically set out in the resolution.

In this connection, it is pertinent to mention that the Company and BlackRock Financial Management, Inc ("BFM") have submitted an application to the Securities and Exchange Board of India seeking approval to act as co-sponsors of a mutual fund to be set up as a joint venture to carry out the business of asset management in India. Further, the Company has also entered into a joint venture with BlackRock Inc. to carry out the wealth management and broking business.

To enable the Company to carry out the aforesaid activities, it is proposed to alter the Objects Clause of the Memorandum of Association ("MOA") by insertion of six new sub-clauses 3, 4, 5, 6, 7 and 8 in the Clause III.A. of the MOA as set out in the resolution at Item No. 1 of this Postal Ballot Notice.

In accordance with the provisions of Section 13 of the Companies Act, 2013 ("Act") alteration of the Objects Clause of the MOA requires approval of the members of the Company by passing a special resolution.

Accordingly, approval of the members is sought for alteration of the Objects Clause of the MOA of the Company as set out in the resolution at Item No. 1 of this Postal Ballot Notice.

The aforesaid alterations, if approved by the members, shall be registered by the Registrar of Companies, Maharashtra, Mumbai ("ROC") as per the provisions of the Act with such modifications, as may be advised by the ROC.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors commends the Special Resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members.

**Item No. 2**

The subsidiaries of the Company, in furtherance of their business activities, have entered into / will enter into transaction(s) / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Company and subsidiaries have a well-defined governance process for the related party transactions undertaken by them. All related party transactions of the Company and its subsidiaries are at arm's length and in the ordinary course of business. The Audit Committee of the Company currently comprises only independent directors. All related party transactions as set out in this Postal Ballot Notice have been unanimously approved by the Audit Committee of the Company and Audit Committee / Board of Directors of the respective subsidiaries, after satisfying that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions, pursuant to its approvals.

The Company was listed pursuant to the demerger of financial services business of Reliance Industries Limited. The Appointed Date was closing business hours of March 31, 2023 and the Effective Date was July 1, 2023. The Company was listed on August 21, 2023. Some of the transactions with related parties existing / being carried on / continued to be carried on the listing date came to be qualified as 'material related party transactions' in terms of the Listing Regulations which are required to be approved by the Shareholders in the first general meeting post applicability of the Listing Regulations to the Company. Accordingly, approval of the members is being sought for material related party transactions for FY2023-24 as specified in the Tables below.

Further, in accordance with Regulation 23 of the Listing Regulations, approval of the shareholders is sought for related party transactions which in a financial year, exceed the lower of (i) Rs.1,000 crore; and (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. The annual audited consolidated turnover of the Company for FY2022-23 was Rs. 41.63 crore and FY2023-24 is Rs.1,853.88 crore.

Approval of the members is being sought for the following related party transaction(s) / contract(s) / agreement(s) / arrangement(s), entered / proposed to be entered, between the subsidiaries and related parties of the Company, which exceeds the aforesaid threshold and more particularly as set out in Table nos. A1 to A5, respectively, appended hereunder:

1. Transactions between Jio Payment Solutions Limited (“JPSL”) and Reliance Retail Limited (“RRL”) for (i) revenue earned by JPSL from RRL for Payment Aggregator and Payment Gateway services provided at RRL stores and e-commerce platform; and (ii) payment made by JPSL to RRL for purchase of devices.
2. Transactions between JPSL and Jio Platforms Limited (“JPL”) for (i) revenue earned by JPSL from JPL for Payment Aggregator and Payment Gateway services provided to JPL; and (ii) payment made by JPSL to JPL for managed IT services, software, and application development.
3. Transactions between JPSL and Jio Payments Bank Limited (“JPBL”) for (i) revenue earned by JPSL from JPBL for Payment Aggregator and Payment Gateway services provided to JPBL; and (ii) payment made to JPBL by JPSL for processing of payment transactions by JPBL customers.
4. Transaction between Reliance Industrial Investments and Holdings Limited (“RIIHL”) and Reliance Foundation (“RF”) for contribution made by RIIHL to RF towards CSR activities as per the provisions of the Companies Act, 2013.

5. Transactions between Jio Leasing Services Limited (“JLSL”) and RRL for purchase of customer premises equipment / devices and telecom equipment by JLSL from RRL.

The values of related party transactions specified in the Tables below exclude duties and taxes.

In addition to the transactions set out in the Tables below, approval of the members is also being sought for any other transactions between the parties for transfer of resources, services and obligations in the ordinary course of business, on arm’s length basis and in compliance with applicable laws, as approved by the Audit Committee. The values of such additional transactions are included in the values set out in each of the Tables below.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 (“SEBI Master Circular”) are set forth below:

**A1. Transactions between Jio Payment Solutions Limited and Reliance Retail Limited**

S.N.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p><b>Name of the Related Parties</b></p> <p>Jio Payment Solutions Limited (“JPSL”) and Reliance Retail Limited (“RRL”)</p> <p><b>Relationship</b></p> <p>JPSL is a wholly owned subsidiary of the Company. RRL is a step-down subsidiary of Reliance Industries Limited (“RIL”). RIL holds 83.56% of the paid-up equity share capital of Reliance Retail Ventures Limited (“RRVL”). RRVL holds 100% of the paid-up equity share capital of RRL.</p> <p>JPSL and RRL are entities under ‘common control’ in terms of accounting standards.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	<p>a) JPSL provides / will provide Payment Aggregator and Payment Gateway services at RRL stores and on e-commerce platform of RRL. RRL pays a fee to JPSL for these services.</p> <p>The pricing for these services is based on prevailing market rates.</p> <p>b) JPSL purchases, for its business, devices from RRL.</p> <p>The pricing for the above purchase is on cost plus margin.</p> <p>The above arrangements are continuing business transactions. Approval of the members is being sought for the aforesaid and allied transactions during the 5 financial years i.e., from FY2023-24 to FY2027-28.</p>
4.	Value of the transactions	<p>a) The monetary value of the transactions at 3(a) above and for allied transactions, was Rs. 50.41 crore in FY2023-24 and the monetary value (i) for FY2024-25 is estimated to be upto Rs. 250 crore; and (ii) in each of the 3 subsequent financial years i.e., from FY2025-26 to FY2027-28 is estimated to be upto Rs. 600 crore.</p> <p>b) The monetary value of the transactions at 3(b) above and for allied transactions, was Rs. 0.89 crore in FY2023-24 and the monetary value (i) for FY2024-25 is estimated to be upto Rs. 100 crore; and (ii) in each of the 3 subsequent financial years i.e., from FY2025-26 to FY2027-28 is estimated to be upto Rs. 500 crore.</p>

- |    |   |  |
|----|---|--|
| 5. | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | <p>The value at 4(a) above in FY2023-24 represents:</p> <ul style="list-style-type: none"> <li>i. 121.09% of annual consolidated turnover of the Company for FY2022-23; and</li> <li>ii. 102.25% of annual turnover of JPSSL for FY2022-23.</li> </ul> <p>The estimated value at 4(a) above for FY2024-25 represents:</p> <ul style="list-style-type: none"> <li>i. 13.49% of annual consolidated turnover of the Company for FY2023-24; and</li> <li>ii. 438.90% of annual turnover of JPSSL for FY2023-24.</li> </ul> <p>The value at 4(b) above in FY2023-24 represents:</p> <ul style="list-style-type: none"> <li>i. 2.14% of annual consolidated turnover of the Company for FY2022-23; and</li> <li>ii. 1.81% of annual turnover of JPSSL for FY2022-23.</li> </ul> <p>The estimated value at 4(b) above for FY2024-25 represents:</p> <ul style="list-style-type: none"> <li>i. 5.39% of annual consolidated turnover of the Company for FY2023-24; and</li> <li>ii. 175.56% of annual turnover of JPSSL for FY2023-24.</li> </ul> |
| 6. | Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary  | Not Applicable   |
| 7. | Justification as to why the RPT is in the interest of the listed entity   | <ul style="list-style-type: none"> <li>a) JPSSL is in the business of providing Payment Aggregator and Payment Gateway services to all retail merchants and e-commerce platforms. RRL is the largest retailer in India and also carries on e-commerce business. Accordingly, JPSSL is providing the services to RRL.</li> <li>b) RRL is in the business of dealing in all kinds of devices including payment devices. RRL is able to procure these goods at competitive prices due to large volumes and RRL is providing these devices to JPSSL at cost plus agreed margin.</li> </ul>   |
| 8. | Any valuation or other external report relied upon by the listed entity in relation to the transactions   | Not Applicable   |
| 9. | Any other information that may be relevant  | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.  |

Shri Bimal Manu Tanna and Ms. Rama Vedashree, Directors of the Company, Shri Hitesh Kumar Sethia, Director and KMP of the Company who are also directors on the board of JPSSL; and relatives of these directors, to the extent of their shareholding in the Company, if any, may be deemed to be concerned or interested, in the said transactions.

Save and except the above, none of the other Directors / other Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

**A2. Transactions between Jio Payment Solutions Limited and Jio Platforms Limited**

S.N.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p><b>Name of the Related Parties</b> Jio Payment Solutions Limited ("JPSL") and Jio Platforms Limited ("JPL")</p> <p><b>Relationship</b> JPSL is a wholly owned subsidiary of the Company. JPL is a subsidiary of Reliance Industries Limited ("RIL"). RIL holds 66.43% of the paid-up equity share capital of JPL.</p> <p>JPSL and JPL are entities under 'common control' in terms of accounting standards.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	<p>a) JPSL provides / will provide Payment Aggregator and Payment Gateway services on JPL's e-commerce platform. JPL pays a fee to JPSL for these services. The pricing for these services is based on prevailing market rates.</p> <p>b) JPL provides / will provide managed IT services to JPSL including (i) providing, operating, maintaining and supporting the Licensed IP Assets; (ii) providing data centre services; and (iii) software development of new features or functionalities and platform design, customisation of software, rendering connected IT services and transition activities to new software services. The pricing for these services is on cost plus margin.</p> <p>The above arrangements are continuing business transactions. As the said transactions from FY2024-25 onwards are expected to be within the threshold limits specified under Regulation 23 of the Listing Regulations, approval of the members is being sought only for the aforesaid transactions undertaken during the FY2023-24.</p>
4.	Value of the transactions	<p>a) The monetary value of the transactions at 3(a) above and for allied transactions, was Rs. 0.05 crore in FY2023-24.</p> <p>b) The monetary value of the transactions at 3(b) above and for allied transactions, was Rs. 28.07 crore in FY2023-24.</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>The value at 4(a) above in FY2023-24 represents:</p> <p>i. 0.12% of the annual consolidated turnover of the Company for FY2022-23; and</p> <p>ii. 0.10% of the annual turnover of JPSL for FY2022-23.</p> <p>The value at 4(b) above in FY2023-24 represents:</p> <p>i. 67.43% of the annual consolidated turnover of the Company for FY2022-23; and</p> <p>ii. 56.94% of the annual turnover of JPSL for FY2022-23.</p>
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable

- |    |   |   |
|----|---|---|
| 7. | Justification as to why the RPT is in the interest of the listed entity                                 | <p>a) JPSL is in the business of providing Payment Aggregator and Payment Gateway services to all retail merchants and e-commerce platforms. JPL operates e-commerce platforms for providing its services. Accordingly, JPSL is providing the services to JPL.</p> <p>b) JPL has the requisite skills to provide app / software development and managed IT support services. JPSL will benefit from the technology capabilities built by JPL.</p> |
| 8. | Any valuation or other external report relied upon by the listed entity in relation to the transactions | Not Applicable  |
| 9. | Any other information that may be relevant  | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.   |

Ms. Isha M. Ambani, Director of the Company, who is also a director on the board of JPL; Shri Mukesh D. Ambani, Shri Akash M. Ambani and Shri Anant M. Ambani (relatives of Ms. Isha M. Ambani), who are directors on the board of JPL;

Shri Bimal Manu Tanna and Ms. Rama Vedashree, Directors of the Company, Shri Hitesh Kumar Sethia, Director and KMP of the Company who are also directors on the board of JPSL; and

Relatives of these directors, to the extent of their shareholding in the Company, if any, may be deemed to be concerned or interested, in the said transactions.

Save and except the above, none of the other Directors / other Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

**A3. Transactions between Jio Payment Solutions Limited and Jio Payments Bank Limited**

S.N.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p><b>Name of the Related Parties</b> Jio Payment Solutions Limited (“JPSL”) and Jio Payments Bank Limited (“JPBL”)</p> <p><b>Relationship</b> JPSL is a wholly owned subsidiary of the Company. JPBL is a joint venture between the Company and State Bank of India with 50:50 voting rights.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	<p>a) JPSL provides / will provide Payment Aggregator and Payment Gateway services and allied services to JPBL for JPBL’s customers to perform online banking transactions. JPBL pays a fee to JPSL for these services.</p> <p>The pricing for these services is based on prevailing market rates.</p> <p>b) JPBL integrates / will integrate its products with the JPSL’s payment gateway facilitating JPBL’s customers to do transactions with the merchants registered with JPSL. JPSL pays a fee to JPBL by sharing a percentage of revenue received by JPSL from merchants.</p>



The fee so paid is based on prevailing market rates.

The above arrangements are continuing business transactions. As the said transactions from FY2024-25 onwards are expected to be within the threshold limits specified under Regulation 23 of the Listing Regulations, approval of the members is being sought only for the aforesaid transactions undertaken during the FY2023-24.

- |    |   |  |
|----|---|--|
| 4. | Value of the transactions   | <ul style="list-style-type: none"> <li>a) The monetary value of the transactions at 3(a) above and for allied transactions, was Rs. 1.75 crore in FY2023-24.</li> <li>b) The monetary value of the transactions at 3(b) above and for allied transactions, was Rs. 7.94 crore in FY2023-24.</li> </ul>   |
| 5. | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | <p>The value at 4(a) above in FY 2023-24 represents:</p> <ul style="list-style-type: none"> <li>i. 4.20% of the annual consolidated turnover of the Company for FY2022-23; and</li> <li>ii. 3.55% of the annual turnover of JPSL for FY2022-23.</li> </ul> <p>The value at 4(b) above in FY 2023-24 represents:</p> <ul style="list-style-type: none"> <li>i. 19.07% of the annual consolidated turnover of the Company for FY2022-23; and</li> <li>ii. 16.11% of the annual turnover of JPSL for FY2022-23.</li> </ul>  |
| 6. | Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary  | Not Applicable   |
| 7. | Justification as to why the RPT is in the interest of the listed entity   | <ul style="list-style-type: none"> <li>a) JPBL is a licensed payment bank and has an established customer base. JPBL requires a Payment Gateway service for facilitating online transactions of its customers. JPSL is in the business of providing Payment Aggregator and Payment Gateway services. Accordingly, JPSL is providing the services to JPBL.</li> <li>b) JPSL has a number of merchants using its Payment Gateway and Payment Aggregator services. JPSL has tied up with many banks including JPBL, to enable customers of such banks to use payment gateway of JPSL, for payment towards their purchases.</li> </ul> |
| 8. | Any valuation or other external report relied upon by the listed entity in relation to the transactions   | Not Applicable   |
| 9. | Any other information that may be relevant  | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.  |

Shri Bimal Manu Tanna and Ms. Rama Vedashree, Directors of the Company, who are also directors on the board of JPSL;

Shri Hitesh Kumar Sethia, Director and KMP of the Company, who is also a director on the board of JPSL and JPBL; and

Relatives of these directors, to the extent of their shareholding in the Company, if any, may be deemed to be concerned or interested, in the said transactions.

Save and except the above, none of the other Directors / other Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

**A4. Transaction between Reliance Industrial Investments and Holdings Limited and Reliance Foundation**

S.N.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p><b>Name of the Related Parties</b> Reliance Industrial Investments and Holdings Limited (“RIIHL”) and Reliance Foundation (“RF”), a private company limited by guarantee registered under section 8 of the Companies Act, 2013 (“Section 8 Company”).</p> <p><b>Relationship</b> RIIHL is a wholly owned subsidiary of the Company. (i) The promoter of the Company exercises significant influence on RF and a Director of the Company is on the board of RF; and (ii) Further, a Director of RIIHL exercises significant influence on RF.</p>
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	The Director of the Company referred at 1(i) above is Ms. Isha M. Ambani. The Director of RIIHL referred at 1(ii) above is Shri K. Sethuraman.
3.	Type, tenure, material terms and particulars	In compliance with the provisions of Section 135 of the Companies Act, 2013, in FY2023-24, RIIHL has paid Rs. 4.54 crore to RF, as CSR contribution.
4.	Value of the transaction	Rs. 4.54 crore.
5.	The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis shall be additionally provided)	Rs. 4.54 crore represents: i. 10.91% of the annual consolidated turnover of the Company for FY2022-23; and ii. 0.57% of the annual turnover of RIIHL for FY2022-23.
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
7.	Justification as to why the RPT is in the interest of the listed entity	RF is a Section 8 Company and registered with the Central Government to undertake CSR activities.  Considering the outreach programmes of the RF including promoting health care / preventive health care across India, the board of RIIHL has considered it appropriate to undertake the CSR activities through RF for FY2023-24.
8.	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.

Ms. Isha M. Ambani, Director of the Company, who is also a director on the Board of RF; Smt. Nita M. Ambani, Shri Akash M. Ambani and Shri Anant M. Ambani (relatives of Ms. Isha M. Ambani), who are directors on the Board of RF;

Shri Bimal Manu Tanna, Director of the Company and Ms. Mohana V, Group Company Secretary and Compliance Officer of the Company, who are also directors on the board of RIIHL; and

Relatives of these Directors / KMP, to the extent of their shareholding in the Company, if any, may be deemed to be concerned or interested, in the said transaction.

Save and except the above, none of the other Directors / other Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transaction.

**A5. Transactions between Jio Leasing Services Limited and Reliance Retail Limited**

S.N.	Particulars	Details
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p><b>Name of the Related Parties</b> Jio Leasing Services Limited (“JLSL”) and Reliance Retail Limited (“RRL”)</p> <p><b>Relationship</b> JLSL is a wholly owned subsidiary of the Company. RRL is a step-down subsidiary of Reliance Industries Limited (“RIL”). RIL holds 83.56% of the paid-up equity share capital of Reliance Retail Ventures Limited (“RRVL”). RRVL holds 100% of the paid-up equity share capital of RRL.</p> <p>JLSL and RRL are entities under ‘common control’ in terms of accounting standards.</p>
2	Name of Director(s) or Key Managerial Personnel who is related, if any	Not Applicable
3.	Type, tenure, material terms and particulars	<p>JLSL is entering into the business of operating lease via a Device-as-a-service (“DaaS”) model. DaaS is a new age service model where businesses or individuals lease certain goods along with associated services, rather than purchasing the devices outright. DaaS typically includes installation, maintenance, support, and sometimes additional services like updates.</p> <p>RRL is in the business of dealing in devices and related equipment.</p> <p>JLSL will purchase customer premises equipment / devices and telecom equipment from RRL, which will be provided by JLSL on operating lease to the customers of Reliance Jio Infocomm Limited.</p> <p>The above transactions will be at cost plus margin.</p> <p>The above arrangements are proposed to be continuing business transactions. Approval of the members is being sought for the aforesaid and allied transactions during the 2 financial years i.e., FY2024-25 and FY2025-26.</p>
4.	Value of the proposed transactions	The monetary value of the transactions at (3) above, is estimated to be Rs. 36,000 crore to be undertaken over FY2024-25 and FY2025-26. The split of purchases across the two years would depend on the uptake of services and pace of deployment of broadband wireless devices.

- |    |   |  |
|----|---|--|
| 5. | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | Assuming the total monetary value of Rs. 36,000 crore is split equally in FY2024-25 and FY2025-26 it represents: <ul style="list-style-type: none"> <li>i. 970.94% of annual consolidated turnover of the Company for FY2023-24; and</li> <li>ii. JLSL did not have revenue from operations during FY2023-24. Accordingly, the percentage of its annual turnover is not applicable.</li> </ul>   |
| 6. | Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary  | Not Applicable   |
| 7. | Justification as to why the RPT is in the interest of the listed entity   | <p>JLSL is entering into the business of providing operating lease of equipment / devices.</p> <p>RRL is in the business of dealing in customer premises equipment, enterprise devices and other telecom devices. RRL is able to procure these goods at competitive prices due to large volumes and RRL will be providing these devices to JLSL at cost plus agreed margin.</p> <p>JLSL will purchase the customer premises equipment / devices from RRL and will provide the same on operating lease to the customers of Reliance Jio Infocomm Limited availing the broadband wireless connectivity and other services.</p> |
| 8. | Any valuation or other external party report relied upon by the listed entity in relation to the transactions   | Not Applicable   |
| 9. | Any other information that may be relevant  | All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013.  |

Shri Hitesh Kumar Sethia, Director and KMP of the Company and Ms. Mohana V, Group Company Secretary and Compliance Officer of the Company, who are also directors on the board of JLSL; and relatives of the Director / KMP, to the extent of their shareholding in the Company, if any, may be deemed to be concerned or interested, in the said transactions.

Save and except the above, none of the other Directors / other Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the Ordinary Resolution set out at Item No. 2 whether the entity is a related party to the particular transaction or not.

The Board of Directors commends the Ordinary Resolution set out at Item No. 2 of this Postal Ballot Notice for approval by the members.

**Item No. 3**

The Company is a systemically important non-deposit taking Non-Banking Financial Company ("NBFC") registered with the Reserve Bank of India ("RBI") vide registration no. 13.01327.

In terms of the Scheme of Arrangement between Reliance Industries Limited ("RIL") and its shareholders and creditors & Reliance Strategic Investments Limited (now known as Jio Financial Services Limited) ("JFSL"/"Company") and its shareholders and creditors ("Scheme"):

- A. Financial Services Business of RIL got demerged, transferred and vested into the Company effective Appointed Date i.e., closing business hours of March 31, 2023; and
- B. All eligible shareholders of RIL (including existing non-resident shareholders of RIL) were allotted shares of the Company on August 10, 2023, which were listed at National Stock Exchange of India Limited and BSE Limited, on August 21, 2023.

In terms of para 5.2.26 of the Consolidated FDI Policy dated October 15, 2020 ("FDI Policy"), foreign direct investment ("FDI") in a company engaged in Financial Services activities regulated by financial sector regulators (including RBI) is under the 100% automatic route, and accordingly, no approval was required to be sought by the Company (being a registered NBFC) for such allotment to existing non-resident shareholders of RIL.

As mandated by the RBI while granting its approval for change in the shareholding pattern and control of the Company pursuant to the Scheme, the Company has submitted an application for conversion of the Company from NBFC to Core Investment Company ("CIC").

As per the provisions of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("NDI Rules") and the FDI Policy, foreign investment in a CIC is permitted under Government approval route. Further in terms of the NDI Rules and the FDI Policy, the Board of Directors at its meeting held on December 27, 2023, approved foreign investments (including foreign portfolio investments) in the equity share capital of the Company upto 49% (forty nine per cent) of the paid-up equity share capital of the Company on fully diluted basis, effective upon the conversion of the Company into CIC.

In terms of the NDI Rules, the above limit of foreign investments (including foreign portfolio investments) upto 49% requires approval by the members by way of a special resolution. Accordingly, the Board of Directors commends the Special Resolution set out at Item No. 3 of this Postal Ballot Notice for approval by the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

**Item No. 4**

The Nomination and Remuneration Committee, considering the digital first nature of every business that is being planned or implemented in the group (Company and its subsidiaries), thought fit to expand the Board with domain expertise in Information Technology ("IT"). Accordingly, the Nomination and Remuneration Committee, after evaluating and considering the skills, experience and knowledge that would be available to the Board of Directors and pursuant to the provisions of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company and after ascertaining the 'Fit and Proper Criteria' as prescribed in Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Directions, 2023 and Company's "Policy for ascertaining the Fit and Proper Criteria for Directors", recommended to the Board of Directors the appointment of Ms. Rama Vedashree (DIN: 10412547), as an Independent Director of the Company. The Board of Directors, at its meeting held on March 12, 2024, considered the recommendation and appointed Ms. Rama Vedashree (DIN:10412547), with effect from March 30, 2024, as an Additional Director, designated as an Independent Director of the Company. The Board of Directors also approved that the tenure of office of Ms. Rama Vedashree as an Independent Director will be for a term of 5 (five) consecutive years from March 30, 2024, subject to approval of the members of the Company.

Ms. Rama Vedashree is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has also received a declaration from Ms. Rama Vedashree that she meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that she is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

The Company has also received a notice under Section 160 of the Act from a member proposing the candidature of Ms. Rama Vedashree for the office of Independent Director of the Company.

In the opinion of the Board of Directors, Ms. Rama Vedashree fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Rama Vedashree is independent of the management and possesses appropriate skills, experience, knowledge and capabilities, required for the role of Independent Director. Ms. Rama Vedashree's vast experience in the diverse domains of IT consulting, strategic accounts and business development, e-Governance projects and cyber security will immensely benefit the Company. She also possesses skills in strategic planning, risk management, technology and innovation, governance and regulatory oversight etc. In view of the above, appointment of Ms. Rama Vedashree as an Independent Director is in the interest of the Company.

Details of Ms. Rama Vedashree pursuant to the provisions of (i) Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to this Postal Ballot Notice.

She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and commission within the limits stipulated under Section 197 of the Act.

The appointment of Ms. Rama Vedashree, is in compliance with Regulation 17(1)(a) of the Listing Regulations.

In accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Ms. Rama Vedashree as an Independent Director requires approval of the members of the Company.

Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Ms. Rama Vedashree as an Independent Director requires approval of the members of the Company by passing a special resolution.

Accordingly, approval of the members is sought for appointment of Ms. Rama Vedashree as an Independent Director of the Company.

Copy of the letter of appointment issued to Ms. Rama Vedashree setting out the terms and conditions of appointment is available for inspection by the members electronically. Members seeking to inspect the same can send an email to [investor.relations@jfs.in](mailto:investor.relations@jfs.in).

Ms. Rama Vedashree is interested in the resolution set out at Item No. 4 of this Postal Ballot Notice with regard to her appointment. Relatives of Ms. Rama Vedashree may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors commends the Special Resolution set out at Item No. 4 of this Postal Ballot Notice for approval by the members.

#### By Order of the Board of Directors

##### Mohana V

Group Company Secretary and  
Compliance Officer

Mumbai, May 18, 2024

##### Registered Office:

1<sup>st</sup> Floor, Building 4NA,  
Maker Maxity, Bandra Kurla Complex,  
Bandra (East), Mumbai 400 051.  
CIN: L65990MH1999PLC120918  
Website: [www.jfs.in](http://www.jfs.in)  
E-mail: [investor.relations@jfs.in](mailto:investor.relations@jfs.in)  
Tel.: +91 22 3555 4094

### Annexure to the Postal Ballot Notice

<b>Ms. Rama Vedashree</b>	
Age	64 years
Qualifications	MA in Political Science & International Relations (Gold Medallist)
Experience (including expertise in specific function areas) / Brief Resume	Vast experience in the diverse domains of IT consulting, strategic accounts and business development, e-Governance projects and cyber security. For detailed profile, please refer Company's website: <a href="http://www.jfs.in">www.jfs.in</a> .
Terms and Conditions of Appointment	As per the resolution set out at Item No. 4 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act.
Remuneration last drawn (including sitting fees, if any) (FY2023-24)	Nil
Remuneration proposed to be paid	She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and commission within the limits stipulated under Section 197 of the Companies Act, 2013.
Date of first appointment on the Board	March 30, 2024
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	252 equity shares
Relationship with other Directors /Key Managerial Personnel	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies
Number of meetings of the Board attended	FY2023-24: Not Applicable FY2024-25 (till the date of this Postal Ballot Notice): 2 out of 2 meetings.
Directorships of other Boards as on date of Postal Ballot Notice	1. Jio Finance Limited 2. Jio Payment Solutions Limited
Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	<p><b>Jio Payment Solutions Limited</b></p> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee – Chairperson</li> <li>• Audit Committee - Member</li> <li>• Information Technology Strategy Committee - Member</li> </ul> <p><b>Jio Finance Limited</b></p> <ul style="list-style-type: none"> <li>• Information Technology Strategy Committee– Chairperson</li> <li>• Audit Committee - Member</li> <li>• Risk Management Committee - Member</li> <li>• Customer Services &amp; Grievance Committee - Member</li> </ul>



Listed entities from which the Director has resigned in the past three years	Nil
--	-----

**By Order of the Board of Directors**

**Mohana V**

Group Company Secretary and  
Compliance Officer

Mumbai, May 18, 2024

**Registered Office:**

1<sup>st</sup> Floor, Building 4NA,  
Maker Maxity, Bandra Kurla Complex,  
Bandra (East), Mumbai 400 051.  
CIN: L65990MH1999PLC120918  
Website: [www.jfs.in](http://www.jfs.in)  
E-mail: [investor.relations@jfs.in](mailto:investor.relations@jfs.in)  
Tel.: +91 22 3555 4094