Notice

Notice is hereby given that the Eighteenth Annual General Meeting of the members of Jio Payment Solutions Limited will be held on, Friday, September 05, 2025, at 4:00 p.m. through video conferencing to transact the following businesses:-

Ordinary Business

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint Shri Kashinath Hariharan (DIN: 10594121), Managing Director and Chief Executive Officer, who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Shri Kashinath Hariharan (DIN: 10594121), Managing Director and Chief Executive Officer, 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. To amend the Object Clause of the Memorandum of Association of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** in accordance with the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re- enactment thereof, for the time being in force) and subject to the registration and certification by the Registrar of Companies, Maharashtra, Mumbai; the existing Clause 1d of the Memorandum of Association of the Company be and is hereby altered by inserting the following Sub-Clause 1d to be read as under:

1d. "*To acquire merchants for digital payment transactions by setting up and participating as a Payment Aggregator (PA) and Payment Gateway (PG) in facilitating e-commerce or online and Point of Sale (POS) or in-store transactions that will be used at websites/applications and physical/mobile stores respectively;* ***including facilitation of cross-border payment transactions for import and export of permissible goods and services in online mode;*** *and further to build mobile or web applications and other Value-Added Services (VAS) and products to solve for use cases that are required for the effective adoption of digital payments by merchants and consumers based on their business and individual needs respectively*."

RESOLVED FURTHER THAT any one of the Directors of the Company, be and are hereby severally authorised to agree to such variation or modifications to the aforesaid Clause of the object Clause of the Memorandum of Association of the Company as may be suggested by the Registrar of Companies;

RESOLVED FURTHER THAT any one of the Directors of the Company and Company Secretary be and are hereby authorised severally to do all such acts and things and deal with all such matters and take all such steps as may be necessary to give effect to this Resolution."

By Order of the Board of Directors

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Date: September 04, 2025
Place: Mumbai

Reetesh Porwal
Company Secretary

Notes:

1 The Ministry of Corporate Affairs (MCA), has vide its circular dated January 13, 2021 read together with circulars April 08, 2020, April 13, 2020, May 05, 2020 and December 28, 2022 (collectively referred to as 'MCA Circulars'), permitted conveying the Annual General Meeting ("Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In compliance with the Companies Act, 2013 and MCA Circulars read with 'Clarification/Guidance on applicability of Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2)' dated April 15, 2020 issued by the Institute of Company Secretaries of India, the Meeting of the Company is being held through VC and notice to all the members is being sent only through electronic mode by e-mail at the e-mail address registered with the Company. The deemed venue for the AGM shall be the Registered Office of the Company. Detailed instructions to attend, participate and vote at the meeting through VC are set out in **Annexure 3**.

2 Since this meeting is being held through VC pursuant to the MCA Circulars, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the Meeting and hence the Proxy Form is not annexed hereto.

3 Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company vide an email at ritesh.porwal@jiopay.in, a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting before the commencement of the meeting.

4 Members / Representatives attending the Meeting through VC would be considered for the purpose of quorum under Section 103 of the Companies Act, 2013 and accordingly there is no requirement of attendance slip for the Meeting and hence not annexed hereto.

5 Since the Meeting will be held through VC, the route map of the venue of the Meeting is not required to be annexed hereto.

6 Members seeking any information with regard to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company on or before the commencement of the meeting, through email at ritesh.porwal@jiopay.in. The same will be replied by the Company suitably.

7 Register of Directors and Key Managerial Personnel and their Shareholding and Register of Contracts with related party and companies and bodies corporate etc. in which Directors are interested are available for inspection through e-mode at the commencement of the Meeting of the Company and shall remain open and

accessible during the continuance of the Meeting. Members seeking to inspect through e-mode are required to notify the Company Secretary on or before the commencement of the meeting through email at ritesh.porwal@jiopay.in.

8 In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

9 In terms of Section 152 of the Companies Act, 2013, Shri Kashinath Hariharan (DIN: 10594121), Director, retires by rotation at the Meeting and being eligible has offered himself for re-appointment. The Board of Directors of the Company commend his reappointment.

Details of director retiring by rotation / seeking re-appointment at the ensuing 18th Annual General Meeting, as required to be provided pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Council of the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Particulars	Shri Kashinath Hariharan
Age	55 years
Qualification	BE(Mech), Masters (Intl. Business).
Experience	BFSI (18 years)- Transaction Banking, Payments & Cash Management, Trade, Heading business technology, Liability mobilisation in corporate banking, Data Analytics, Compliance & risk function for business, Product management & development, Collaboration and innovation with Fintech, Sales, Marketing & business development, Client relationship Management, Branch Banking, Liability & Asset backend operations for retail banking, Customer service including Phone Banking. Others (12 years) - Sales, Marketing, Business development, Strategy across retailing & automobile industry. Shop floor management & production in the steel industry.
Terms and Conditions of Appointment	As the Managing Director and Chief Executive Officer to hold office for 3 (three) consecutive years for a term up to April 16, 2024 (for further details refer draft letter of appointment that is available for inspection)

Remuneration last drawn	Nil
Remuneration Proposed to be paid	As approved by the Board from time to time
Date of first appointment on the Board	April 16, 2024
Shareholding in the Company	Nil
Relationship with other Directors / Key Managerial Personnel	Nil
Number of meetings of the Board attended during the financial year	4
Directorships of other Boards	Nil
Membership / Chairmanship of Committees of other Boards	Nil

10. Shri Kashinath Hariharan is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. Save and except the above, none of the Directors of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out under Item Nos. 1 & 2 and Special Resolutions set out under Item No 3 of the Notice.

11. Details of the number and dates of Board meetings and Committee meetings of the Company held during the financial year 2024-25 and the attendance of the Directors / Committee Members at such meetings are set out in **Annexure 1**.

12. Explanatory Statement in respect of Resolutions for Item No. 3 of the Notice is set out in **Annexure 2**.

Annexure 1

Meetings of Board and Committees

Five meetings of the Board of Directors, four meetings of the Audit Committee, three meetings of the Nomination and Remuneration Committee of the Company were held during the financial year 2024-25.

Dates of Board Meetings and Committee meetings held during the financial year 2024-25 are as follows:

Sr. No	Board Meeting	Audit Committee	Nomination and Remuneration Committee
1.	April 16, 2024	April 16, 2024	April 16, 2024
2.	April 22, 2025	-	April 22, 2024
3.	July 14, 2025	July 14, 2024	-
4.	October 16, 202	October 16, 2024	October 16, 2024
5.	January 14, 2025	January 14, 2025	-

Annexure 2

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

ITEM NO. 3:

Alteration of the object clause of the Memorandum of Association

The Company proposes to make an application under Reserve Bank of India (RBI) vide its Notification *RBI/2023-24/80 CO.DPSS.POLC.No.S-786/02-14-008/2023-24* on ***"Regulation of Payment Aggregator – Cross Border (PA - Cross Border)"***.

Further, the Company intended to apply for authorization from the RBI to operate as a Payment Aggregator – Cross Border (PA-CB), in addition to its existing activities.

The Board of Directors of the Company, at its meeting held on July 15, 2025, has considered and approved the proposed amendment of the new clause 1d to be inserted after the existing clause 1d in the MOA of the Company and recommended the same for approval by the Members.

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

The Board commends the Special Resolution set out at Item Nos. 3 in the Notice, for approval by the Members.

Annexure 3

1. Members are requested to participate in the Annual General Meeting through video-conference. Members having Google Meet installed on their Laptop / Computer / iPad / Mobile Phone, should click on the meeting link and the link will open in the default web browser taking them to the Google Meet website. If the browser detects the Google meet app installed on the computer, the Members will be prompted to open the Google meet application and in that event they have to click 'Open' to allow the Google meet app to launch.

2. Members who do not have Google meet installed on their Laptop / Computer / iPad / Mobile Phone, may please follow the below given procedure.

Option 1

For participating through **Windows / Apple powered Laptops / Computer devices**:

Open the email invitation using **Google Chrome** browser

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Simply click on "**Join Google meet**" option from the email invitation / calendar events.

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A new Browser window would open. Select "**Join on the web instead**". Once the Member reaches to the "**Enter Name**" prompt, they should enter their name and click "**Join as a Guest**"

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The Member will enter the Meeting. Members should switch on their camera and the microphone may be kept on "Mute" when not speaking.

Option 2

For installing Google meet on **iPad / apple devices / Android devices**:

Click on "**Join Google meet**" from the email invitation/calendar events

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System will prompt the Member to download Google Meet

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Download and Install Google meet. Please do not try to login.

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Once installed, click on invitation once again on "**Join Google meet**" from the email invitation/calendar events

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The Member will be prompted to the Google meet application

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Click on "**Join as a Guest**" option

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The Member should type their name and once again click on "**Join as a Guest**"

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The Member will enter the Meeting. The Members should switch on their camera and the microphone may be kept on "Mute" when not speaking.

For any assistance before or during the meeting, Members may contact, Shri Reetesh Porwal on +91- 9716342272.