

ANNUAL REPORT
2015-2016

J R D FINANCE LIMITED

JRD FINANCE LIMITED

(CIN : L65999WB1993PLC058107)

Reg.Off. : 60A, Bondel Road
Ground Floor
Kolkata - 700 019
Email Id: fin.jrd@gmail.com


NOTICE is hereby given that the 23rd Annual General Meeting of the Members of the **JRD Finance Limited** will be held at 60A Bondel Road, Ground Floor, Kolkata - 700 019 on Thursday, the 29th day of September, 2016 at 12.30 P.M. to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2016 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pradeep Kumar Drolia (DIN - 00291966), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint the Statutory Auditors and fix their remuneration and for the purpose to consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139 and the Rules made thereunder, and pursuant to the recommendations of the audit committee, M/s. Bhandari B. C. & Co., Chartered Accountants, Firm Registration No. 311082E, Kolkata, be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of 23rd Annual General Meeting for a term of 5 years till conclusion of 28th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) at such remuneration as may be determined by the Board of Directors in consultation with the Auditors."

By order of the Board
For **J R D FINANCE LTD.**


Himangshu Mondal
Director

Registered Office:

60A, Bondel Road,
Kolkata - 700 019
Date: The 29th day of August, 2016

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxies in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

JRD FINANCE LIMITED

(CIN : L65999WB1993PLC058107)

Reg.Off. : 60A, Bondel Road
Ground Floor
Kolkata – 700 019
Email Id: fin.jrd@gmail.com

4. The Register of Members and Share Transfer books of the Company shall remain closed from 23rd September, 2016 to 29th September, 2016 (both days inclusive).
5. Members are requested to notify immediately any change of address & e-mail id to the Company and in case their shares are held in dematerialized form the information should be passed on to their Depository Participant (DPs) without any delay.
6. Shareholders are requested to bring the attendance slip along with copy of Annual Report at the Annual General Meeting.
7. Please note that as per the notification of SEBI, the Company's shares are under the compulsory Demat trading. The Shareholders who are still holding shares in physical form are requested to take immediate steps to Demat their shares to avail easy liquidity, since trading of shares of the Company are under compulsory Demat Mode as per the regulation of SEBI and also to prevent any loss of physical Share Certificate. You are therefore, requested to Demat your Shareholding to avoid any inconvenience in future.
8. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 submission of a copy of PAN card of the transferor and transferee is mandatory for transfer of shares held in physical form.
10. A copy of Balance Sheet as on 31st March, 2016, Statement of Profit and Loss for the year ended on that date, the Auditors' Report, the Directors' Report and all other documents required by law to be annexed or attached to the Balance Sheet shall be available for inspection at the Registered Office of the Company on all working days during business hours between 11.00 a.m. and 1.00 p.m. for a period of 21 days before the date of Annual General Meeting.

11. Voting Through Electronic Means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- III. **The process and manner for remote e-voting are as under:**
 - i. The remote e-voting period commences on September 26, 2016 at (9.00 A.M) and ends on September 28, 2016 at (5.00 P.M). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22nd, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - ii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - iii. Click on "Shareholders" tab.

JRD FINANCE LIMITED

(CIN : L65999WB1993PLC058107)

Reg.Off. : 60A, Bondel Road
Ground Floor
Kolkata – 700 019
Email Id: fin.jrd@gmail.com

- iv. Now Enter your User ID:
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. However, if you are a first time user, please follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none">Please Enter the DOB or Bank Account Number in order to Login.If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

JRD FINANCE LIMITED

(CIN : L65999WB1993PLC058107)

Reg.Off. : 60A, Bondel Road
Ground Floor
Kolkata – 700 019
Email Id: fin.jrd@gmail.com

- xi. Click on the EVSN for the relevant Company Name i.e. "J R D FINANCE LTD." on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Institutional Shareholders and Custodians:
 - i. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - iii. After receiving the login details they have to create compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - iv. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- xx. Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
12. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at fin.jrd@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before September 29, 2016, upto 5 p.m. without which the vote shall not be treated as valid.
13. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 22nd, 2016. A person who is not a member as on cut-off date should treat this notice for information purpose only.
14. The notice of the AGM will be sent to the members, whose names appear in the register of members/ beneficiary owners as at closing hours of business on 19th August, 2016.
15. The shareholders shall have one vote per equity share held by them as on the cut-off date of September 22nd, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

JRD FINANCE LIMITED

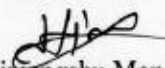
(CIN : L65999WB1993PLC058107)

Reg.Off. : 60A, Bondel Road
Ground Floor
Kolkata – 700 019
Email Id: fin.jrd@gmail.com

16. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22nd, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
17. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
18. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. September 22nd, 2016 are requested to send the written / email communication to the Company at fin.jrd@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
19. Mr. Anand Khandelia, Company Secretary (CP No. 5841) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
20. The Results declared along with the Scrutinizer's Report shall be placed on the Company website www.jrdfinance.com and on the website of CDSL. The same will be communicated to the Metropolitan Stock Exchange of India (MSEI).
21. Details of Directors seeking appointment / re-appointment in the Annual General Meeting:

Name of the Director	Mr. Pradeep Kumar Drolia (DIN : 00291966)
Date of Birth	18th December, 1955
Date of Appointment	12th June, 2006
Qualification	B.Com , Chartered Accountant
Expertise in Specific Functional areas	He has an expertise in the financial sector.
Directorship held in listed Companies	Deepak Spinners Ltd Indo-Eco (India) Ltd.
Committee Membership in other Listed Companies	Audit Committee
Shareholding in the Company	Nil

By order of the Board
For J R D FINANCE LTD.


Himangshu Mondal
Director

Registered Office:

60A, Bondel Road,
Kolkata – 700 019

Date: The 29th day of August, 2016

JRD FINANCE LIMITED

(CIN : L65999WB1993PLC058107)

Reg.Off. P-173, Bangur Avenue
Block- B, Ground Floor
Kolkata – 700 055
Ph No. +91 33 25745533
Email Id: fin.jrd@gmail.com

DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2015-16

To,
The Members,

Your directors' take pleasure in presenting the 23rd Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2016.

Financial Highlights

During the year under review, performance of your company as under:

Particulars	Year ended 31 st March 2016 (₹)	Year ended 31 st March 2015 (₹)
Turnover	956,200	4,074,310
Profit/(Loss) before taxation	160,849	167,129
Less: Tax Expense	39,854	34,967
Profit/(Loss) after tax	120,995	132,162
Add: Balance B/F from the previous year	1,411,867	1,307,680
Balance Profit / (Loss) C/F to the next year	1,508,663	1,411,867

State of Company's Affairs and Future Outlook

Your Company has been mainly into investment activities. There has been no change in the business of the Company during the financial year ended 31st March, 2015. The Company has earned a profit of ₹160,849/- (P.Y- ₹167,129/-) before tax during the year under review and the Directors are hopeful to achieve a better results in future.

Change in nature of business

There is no such changes in nature of business of the company.

Dividend

The Directors do not recommended any dividend for the year because of insufficient profit.

Transfer to Reserves

The Company proposed to transfer ₹24,199/- to Special Reserve created under Section 45-IC of the RBI Act, 1934. The Company proposed to retain ₹1,508,663/- in the profit and loss account.

Change In Share Capital

Your Company has not issued any equity shares with differential rights/ sweat equity shares/ employees stock options scheme/ bonus shares, during the year under review.

Extract of Annual Return

The extract of Annual Return, in format MGT -9, for the Financial Year 2015-16 has been enclosed with this report.

Number of Board Meetings

Eight Board meetings were held during the financial year ended 31st March, 2016 respectively on 6th April, 2015, 15th May, 2015, 30th June, 2015, 14th August, 2015, 17th August, 2015, 10th November, 2015, 14th November, 2015, and 12th February, 2015.

JRD FINANCE LIMITED

(CIN : L65999WB1993PLC058107)

Reg.Off. P-173, Bangur Avenue
Block- B, Ground Floor
Kolkata – 700 055
Ph No. +91 33 25745533
Email Id: fin.jrd@gmail.com

Particulars of Contracts or Arrangements Made With Related Parties

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

Material Changes Affecting the Financial Position of the Company

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and the date of this report.

Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo

The particulars as required under the provisions of Section 134 of the Companies Act, 2013 in respect of Conservation of Energy and Technology Absorption, are not applicable to Company as its activities are not relevant for the same.

There was no Foreign Exchange Earnings and Outgo during the year under review.

Details of Subsidiary, Joint Venture or Associates

The Company does not have any Subsidiary, Joint Venture or an Associates Company.

Risk Management Policy

The Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time. Risk mitigation process and measures have been also formulated and clearly spelled out in the said policy.

Prevention Of Insider Trading

The Company has adopted a code of conduct which is applicable to members of the Board and all employees in the course of day-to-day business operations of the Company.

Directors and Key Managerial Personnel

In accordance with the requirements of the Companies Act, 2013 and Articles of Association of the Company, Mr. Pradeep Kumar Drolia (DIN- 00291966), director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board is looking for suitable candidates for appointment of Key Managerial Personnel of the Company.

During the year, there has been no change in the directorship of the Company.

Statutory Disclosures

None of the Directors of the Company are disqualified as per the provision of Section 164 of the Companies Act, 2013. All the Directors have made the necessary disclosures as required by the various provisions of the Act.

Adequacy of Internal Financial Control with Reference to the Financial Statements

The Company has in place adequate internal financial controls with reference to financial statements. During the year under review, such controls were tested and no reportable material weakness in the design or operation were observed.

JRD FINANCE LIMITED

(CIN : L65999WB1993PLC058107)

Reg.Off. P-173, Bangur Avenue
Block- B, Ground Floor
Kolkata – 700 055
Ph No. +91 33 25745533
Email Id: fin.jrd@gmail.com

Deposits

The Company has not accepted any deposits from the public and/or others during the year under review.

Declaration by Independent Director

All the Independent Directors have given declaration that they meet the criteria of Independence as laid down under Section 149(6) of Companies Act, 2013.

Corporate Social Responsibility (CSR) Policy

Considering the turnover/ net worth / net profit, the provision of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility are not applicable to the Company.

Particulars of Employees

Particulars as required under Section 197 read with Rule 5(2) of the Companies (Appointment & Remuneration) Rules, 2014 of the Companies Act, 2013 are not applicable as none of the employees of the Company were in receipt of remuneration of ₹60.00 Lacs or more per annum, if employed throughout the year or ₹5.00 Lacs or more per month if employed for a part of the year, during the year under review.

Details of Significant And Material Orders Passed By The Regulators, Courts And Tribunals

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

There has been no cases lodged under Sexual harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013.

Statutory Auditors

M/s. Shashi Agarwal & Co., Firm Registration No. 322552E, Chartered Accountants, the Statutory Auditors of the Company are retiring at the ensuing 23rd Annual General meeting of the Company. Further, they intimated their unwillingness to continue as Auditor of the Company.

M/s. Bhandari B. C. & Co. has been approached by the Board of Directors to act as the Statutory Auditors of the Company for a consecutive term of 5 years from the conclusion of the 23rd Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company subject to the ratification by the members at every Annual General meeting held after this Annual General Meeting.

The notes on Financial Statements referred to in the Auditors' Report are self-explanatory and hence do not require any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

JRD FINANCE LIMITED

(CIN : L65999WB1993PLC058107)

Reg.Off. P-173, Bangur Avenue
Block- B, Ground Floor
Kolkata – 700 055
Ph No. +91 33 25745533
Email Id: fin.jrd@gmail.com

Secretarial Audit Report

The Board has appointed Mr. Anand Khandelia, (FCS) Practicing Company Secretary, to carry out the Secretarial Audit pursuant to the provision of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the Financial Year 2015-2016. The Secretarial Audit Report for the Financial Year ended March 31, 2016 is annexed herewith to this report.

Corporate Governance

Your company is under exemption of compliance of Regulations 17, 18, 19, 20, 21,22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Thus, Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is not applicable to the Company. Therefore Report on Corporate Governance is not mandatory for the Company.

Listing

The Company has made an application for listing of its 16,70,300 Fully Paid Up Equity Shares of Rs. 10/- each to the Metropolitan Stock Exchange of India (MSEI) which is pending for approval.

Directors Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the profit of the Company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively; and
- f) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

JRD FINANCE LIMITED

(CIN : L65999WB1993PLC058107)

Reg.Off. P-173, Bangur Avenue
Block- B, Ground Floor
Kolkata – 700 055
Ph No. +91 33 25745533
Email Id: fin.jrd@gmail.com

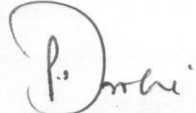
Acknowledgment

An acknowledgment to all with whose help, co-operation and hard work the Company is able to achieve the results.

For and on behalf of the Board of Directors

Place: Kolkata
Date: 10.06.2016


Himangshu Mondal
Director(DIN- 06984911)


Pradeep Kumar Drolia
Director(DIN-00291966)

FormNo.MGT-9

EXTRACT OF ANNUAL RETURN J R D FINANCE LIMITED AS ON FINANCIAL YEAR ENDED ON 31.03.2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L65999WB1993PLC058107
ii.	Registration Date	16-03-1993
iii.	Name of the Company	J R D FINANCE LTD.
iv.	Category/Sub-Category of the Company	Public Company/Limited by Shares
v.	Address of the Registered office and contact details	P-173, Bangur Avenue, Block-B, Ground Floor, Kolkata - 700 055 Email- fin.jrd@gmail.com
vi.	Whether listed company	No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	S. K. Infosolutions Pvt. Ltd. 34/1A Sudhir Chatterjee Street, Kolkata- 700006 Tel No. : (033) 2219 6797

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Dealing in securities and Other Financial Assets	6430	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	NIL				

share holders holding nominal share capital up to Rs. 1 lakh	0	375900	375900	18.8	0	375900	375900	18.8	0
(ii) Individual share holders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others(Specify)	0	0	0	0	0	0	0	0.00	0
Sub-total(B)(2)	0	1984730	1984730	99.24	0	1984730	1984730	99.24	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	1984730	1984730	99.24	0	1984730	1984730	99.24	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0.00	0
Grand Total (A+B+C)	0	2000000	2000000	100.00	0	2000000	2000000	100.00	0.00

ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year as on 01.04.2015			Shareholding at the end of the year as on 31.03.2016			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Rajesh Kumar Sultania	140	0.01	0	140	0.01	0	0
2.	Ramniranjan Sharma	130	0.01	0	130	0.01	0	0
3.	Jitendra Kumar Lohia	2500	0.13	0	2500	0.13	0	0
4.	Jiwan Kumar Jitendra Kumar (HUF)	2500	0.13	0	2500	0.13	0	0
5.	Jitendra Kumar Lohia (HUF)	2500	0.13	0	2500	0.13	0	0
6.	Karuna Lohia	2500	0.13	0	2500	0.13	0	0
7.	Aparna Lohia	5000	0.25	0	5000	0.25	0	0
	Total	15270	0.79	0	15270	0.79	0	0

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NO CHANGE DURING THE YEAR			
	At the End of the year				

IV. Shareholding Pattern of Top Ten Shareholders as on 31st March, 2016 (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Saumya Consultants Ltd				
	At the beginning of the Year	112500	5.63		
	Increase/ decrease in the shareholding during the year	0	0.00	112500	5.63
	At the end of the year	112500	5.63		
2	B Q R Investment & Credit Co. Ltd				
	At the beginning of the Year	105000	5.25		
	Increase/ decrease in the shareholding during the year	0	0.00	105000	5.25
	At the end of the year	105000	5.25		
3	Diamond Shipping & Co. Ltd				
	At the beginning of the Year	100000	5.00		
	Increase/ decrease in the shareholding during the year	0	0.00	100000	5.00
	At the end of the year	100000	5.00		
4	Parbati Holdings Ltd.				
	At the beginning of the Year	70000	3.50		
	Increase/ decrease in the shareholding during the year	0	0.00	70000	3.50
	At the end of the year	70000	3.50		
5	M P Investment & Consultancy Serv. Ltd				
	At the beginning of the Year	70000	3.50		
	Increase/ decrease in the shareholding during the year	0	0.00	70000	3.50

	At the end of the year	70000	3.50		
6	Dhawan Vinimoy (P) Ltd				
	At the beginning of the Year	50000	2.50		
	Increase/ decrease in the shareholding during the year	0	0.00	50000	2.50
	At the end of the year	50000	2.50		
7	Vivog Commercial (P) Ltd				
	At the beginning of the Year	45000	2.25		
	Increase/ decrease in the shareholding during the year	0	0.00	45000	2.25
	At the end of the year	45000	2.25		
8	Sukanya Trading & Finance Ltd				
	At the beginning of the Year	37800	1.89		
	Increase/ decrease in the shareholding during the year	0	0.00	37800	1.89
	At the end of the year	37800	1.89		
9	Rupsagar Tieup (P) Ltd				
	At the beginning of the Year	37800	1.89		
	Increase/ decrease in the shareholding during the year	0	0.00	37800	1.89
	At the end of the year	37800	1.89		
10	RBS Credit & Financial Development Ltd				
	At the beginning of the Year	37800	1.89		
	Increase/ decrease in the shareholding during the year	0	0.00	37800	1.89
	At the end of the year	37800	1.89		

(V) Shareholding of Directors and Key Managerial Personnel:

Sl. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For each of the Directors and KMP				
	At the beginning of the Year	Nil			
	Increase/ decrease in the shareholding during the year				
	At the end of the year				

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0

ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not	0	0	0	0
Total(i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
- Addition	0	0	0	0
- Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0	0
2.	Stock Option	0	0	0	0	0
3.	Sweat Equity	0	0	0	0	0
4.	Commission - as % of profit - others, specify...	0	0	0	0	0
5.	Others, please specify	0	0	0	0	0
6.	Total(A)	0	0	0	0	0
	Ceiling as per the Act					

C. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of other Directors				Total Amount
	<u>Independent Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify	0	0	0	0	0
	Total(1)	0	0	0	0	0
	<u>Other Non-Executive Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify	0	0	0	0	0
	Total(2)	0	0	0	0	0
	Total(B)=(1+2)	0	0	0	0	0
	Total Managerial Remuneration	0	0	0	0	0
	Overall Ceiling as per the Act					

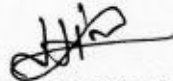

D. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961 (b)Value of perquisites u/s 17(2)Income-tax Act,1961 (c)Profits in lieu of salary under section 17(3) Income-tax Act,1961	0	0	0	0
2.	Stock Option	0	0	0	0
3.	Sweat Equity	0	0	0	0
4.	Commission - as % of profit -others, specify...	0	0	0	0
5.	Others, please specify	0	0	0	0
6.	Total	0	0	0	0

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty		NIL	NIL	NIL	NIL
Punishment		NIL	NIL	NIL	NIL
Compounding		NIL	NIL	NIL	NIL
B. Directors					
Penalty		NIL	NIL	NIL	NIL
Punishment		NIL	NIL	NIL	NIL
Compounding		NIL	NIL	NIL	NIL
C. Other Officers In Default					
Penalty		NIL	NIL	NIL	NIL
Punishment		NIL	NIL	NIL	NIL
Compounding		NIL	NIL	NIL	NIL

For and on behalf of the Board of Directors

Place: Kolkata
Date: 10.06.2016
Himangshu Mondal
Director(DIN- 06984911)
Pradeep Kumar Drolia
Director(DIN-00291966)

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
JRD Finance Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **JRD Finance Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2016 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records made available to me and maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable to the Company during the Audit Period.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - **Not Applicable to the Company during the Audit Period.**
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **Not Applicable to the Company during the Audit Period;**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable to the Company during the Audit Period;**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not Applicable to the Company during the Audit period;**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998: **(Not applicable to the Company during the Audit Period).**
- vi) Other specific business/industry related laws that are applicable to the Company, viz. NBFC- The Reserve Bank of India Act, 1934 and all applicable laws, Rules, Regulations, Guidelines, Circulars, Notifications, etc.

I have also examined compliance with the applicable clauses of the following:

- i) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above subject to the following observation:



I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

I further report that as represented by the Company and relied upon by me there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc.

I further report that during the audit period there were no instances of:

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations.

I further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

Place: Kolkata

Date: 10-06-2016

For **Anand Khandelia**
Company Secretary

ANAND KHANDELIA
Proprietor
C.P. No.: 5841

Note: This report is to be read with our letter of even date which is annexed as Annexure - A and forms an integral part of this report.



Annexure 'A'

To,
The Members,
JRD Finance Limited

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the Contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the Correctness and appropriateness of financial records and books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of Laws, rules and regulations and happening of events etc.
5. The Compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the further viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata
Date: 10-06-2016



For **Anand Khandelia**
Company Secretary

ANAND KHANDELIA
Proprietor
C.P. No.: 5841

AUDITORS' REPORT

To The Members of M/s JRD Finance Ltd.

Report On the Standalone Financial statements

1. We have audited the accompanying standalone financial statements of **M/S. JRD FINANCE LTD** ("the Company") which comprises the balance sheet as at 31st March 2016, the Statement of Profit & Loss and the cash flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the companies act, 2013('the act') with respect to the preparation and presentation of these standalone financial statement that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the companies(Accounts) Rules, 2014.The responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the act of safeguarding the asset of the company and for preventing and detecting frauds and other irregularities ; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and free from material misstatement, whether due to fraud and error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules made thereunder. We conducted our audit in accordance with Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statement, that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the company's directors, as well as evaluating the overall presentation of the financial statements.

7/1A, Grant Lane, 2nd Floor, Office No.202, Kolkata-700 012. ☎ (033) 40661131.
☎ +91-33-22258985 Mobile: 09830516369, Email: caclient.care@gmail.com

◆ Delhi ◆ Kolkata ◆ Bangalore ◆ Chandigarh ◆



5. We believe that the audit evidence, we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of the affairs of the company as at 31st March, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal And Regulatory Requirement

7. As required by the Companies (Auditors' Report) Order, 2016 (the Order') issued by the Central Government of India in terms of Sub-Section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
8. As required by section 143(3) of the Act, We report that:
- a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet and Statement of Profit and Loss and the cash flow statement dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the act, read with rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representation received from the directors as on 31st March 2016, and taken on record by the Board of directors, none of directors is disqualified as on 31st March 2016 from being appointed as a director in terms of Section 164(2) of the act,.
 - f) With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure-A"
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rules, 11 of the companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements in accordance with the generally accepted accounting practice, wherever applicable.

7/1A, Grant Lane, 2nd Floor, Office No.202, Kolkata-700 012. ☎ (033) 40661131.
☎ +91-33-22258985 Mobile: 09830516369, Email: caclient.care@gmail.com

◆ Delhi ◆ Kolkata ◆ Bangalore ◆ Chandigarh ◆



Shashi Agarwal & Co.

Chartered Accountants

ii. The company did not have any long-term contracts including derivative contract for which there were any material foreseeable losses.

iii. The Company is not required to transfer amounts, to the Investor Education and Protection Fund by the Company.

Place: Kolkata
Date: 10.06.2016

For SHASHI AGARWAL & CO.
Firm Registration No. 322552E
Chartered Accountants

Vinit
(CA Vinit Jalan)

Partner

Membership No.-06280



ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in paragraph 7 under 'Report on other Legal and Regulatory Requirements' section of our report of even date)

- (i)
- (a) Based on our verification and according to the information and explanations given by the management, we are of the opinion that this clause is not applicable as the Company had no fixed assets at any time during the year.
 - (b) Based on our verification and according to the information and explanations given by the management, we are of the opinion that this clause is not applicable as the Company had no fixed assets at any time during the year.
 - (c) According to the information and explanations given to us, as the Company own no immovable properties, the requirement on reporting whether title deeds of immovable properties held in the name of the Company is not applicable.
- (ii) The stock of shares are in demat mode with the Depository, Hence question of Physical Verification of stock of Shares at Reasonable interval does not arise. As the Shares are in Demat mode paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us and based on such verification, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.
- (iv) Based on such verification and according to the information and explanations given to us by the management, the Company has complied with the provisions of section 185 of the Act. Whereas Section 186 of the Companies Act, 2013 is not applicable in case of this Company as the Company is carry on the business of Non-Banking Financial Company and is Registered with the Reserve Bank of India under the provisions of Chapter IIIB of the Reserve Bank of India Act, 1934.
- (v) Based on such verification and according to the information and explanations given to us by the management, in our opinion, the Company has not accepted any loans or deposits which are deposits within the meaning of Rule (2) (b) of the Companies (Acceptance of Deposits) Rules, 2014.
- (vi) To the best of our knowledge and as explained to us, the Central Government has not prescribed for maintenance of cost record under sub-section (1) of Section 148 of the Companies Act, 2013 for the Company.
- (vii) According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion:
- (a) The Company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales tax, Service Tax, Duty of Customs, duty of Excise, Value Added Tax, Cess and other material statutory dues as applicable with the appropriate authorities.



Shashi Agarwal & Co.

Chartered Accountants

- (b) According to the records of the Company, there are no dues of Sales tax/income tax/value added tax/custom duty/excise duty/ cess which have not been deposited on account of any dispute.
- (viii) The Company has neither taken any loan from financial institution or bank nor issued any debentures. Therefore the clause for defaulter in repayment of dues does not arise.
- (ix) According to the information and explanations given by the management and based on such verification, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the payment made to persons is not covered under section 197 of the Companies Act, 2013 read with schedule V of the Act.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company has not carried any transactions with the related parties which covered under Sections 177 and 188 of the Companies Act, 2013. And hence no disclosure required.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company is a Non-Banking Financial Company and is required to be registered under section 45-IA of the and the Company has obtained the Registration.

Place: Kolkata
Date: 10.06.2016

For SHASHI AGARWAL & CO.

Firm Registration No. 322552E

Chartered Accountants

Vinit
(CA Vinit Jalan)

Partner

Membership No.-062807



7/1A, Grant Lane, 2nd Floor, Office No.202, Kolkata-700 012. ☎ (033) 40661131.
☎ +91-33-22258985 Mobile: 09830516369, Email: caclient.care@gmail.com

◆ Delhi ◆ Kolkata ◆ Bangalore ◆ Chandigarh ◆

ANNEXURE – “A” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF M/S. JRD FINANCE LIMITED.

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

We have audited the internal financial controls over financial reporting of JRD FINANCE LIMITED (“the Company”) as of March 31, 2016 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included



obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitation of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on "the internal control over financial reporting criteria established by the Company considering the essential



Shashi Agarwal & Co.
Chartered Accountants

components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

As per our report of even date attached.

Place : Kolkata
Date : 10.06.2016.

For SHASHI AGARWAL & CO.
Chartered Accountants
Firm Reg.No.322557

Vinit

(CA Vinit Jalan)
Partner

Membership No.-062807



JRD FINANCE LTD.

BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Notes	31.03.2016 ₹	31.03.2015 ₹
<u>EQUITY AND LIABILITIES</u>			
<u>Shareholders' Funds</u>			
Share Capital	2	17,535,120	17,535,120
Reserves & Surplus	3	1,638,957	1,517,962
<u>Non-Current Liabilities</u>			
Long-Term Provisions	4	75,942	101,577
<u>Current Liabilities</u>			
Other Current Liabilities	5	15,459,052	30,682,800
TOTAL		34,709,071	49,837,458
<u>ASSETS</u>			
<u>Non-Current Assets</u>			
Fixed Assets			
Non-Current Investments	6	6,396,885	-
Deferred Tax Assets (Net)	7	23,934	23,934
Long - Term Loans and Advances	8	24,229,240	38,929,250
Other Non-Current Assets	9	804,662	890,378
<u>Current Assets</u>			
Inventories	10	385,785	7,030,967
Cash and Cash Equivalents	11	1,662,655	1,261,473
Other Current Assets	12	1,205,910	1,701,456
TOTAL		34,709,071	49,837,458
Summary of Significant Accounting Policies	1		
The accompanying notes are an integral part of the financial statements.	1-26		

As per our Report of even date.

For **Shashi Agarwal & Co.**

Firm Registration Number - 222552E

Chartered Accountants

(Vinit Jalan)

Partner

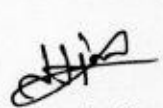
Membership No. 062807




Place : Kolkata

Date : 10.06.2016

for & on behalf of
The Board of Directors


Himangshu Mondal

Din No.
06984911


Pradeep Kumar Drolia

Din No.
00291966

JRD FINANCE LTD.

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	Notes	31.03.2016 ₹	31.03.2015 ₹
INCOME			
Revenue from Operations	13	956,200	4,074,310
Other Income	14	22,328	12,700
Total Revenue		978,528	4,087,010
EXPENSES			
Purchases of Shares		11,135	9,340,668
Changes in Inventories	15	248,298	(6,611,940)
Employee Benefits Expenses	16	380,750	704,650
Depreciation and Amortization Expenses		-	345
Loss on Sale of Investment		-	93,093
Other Expenses	17	203,131	393,065
Total Expenses		843,314	3,919,881
Profit before provision for bad debt recovery, bad & doubtful debt, etc		135,214	
Contingent Provision		(25,635)	
Earnings before Exceptional Items and Taxes		160,849	167,129
Exceptional Items		-	-
Profit / (Loss) before Tax		160,849	167,129
Tax Expenses			
Current Tax		41,780	31,846
Income tax for earlier year		(1,926)	-
MAT Credit Entitlement		-	1,978
Deferred Tax		-	1,143
Total Tax Expenses		39,854	34,967
Profit/(Loss) for the year		120,995	132,162
Earnings per Equity Share per Nominal Value of Share:- Rs 10/-	21		
Basic		0.06	0.07
Diluted		0.06	0.07
Summary of Significant Accounting Policies	1		
The accompanying notes are an integral part of the financial statements.	1-26		

As per our Report of even date.

For Shashi Agarwal & Co.

Firm Registration Number: 322552E

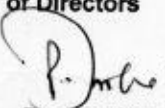
Chartered Accountants


(Vinit Jalan)
Partner
Membership No. 065501



for & on behalf of
The Board of Directors


Himangshu Mondal
Din No.
06984911


Pradeep Kumar Drefik
Din No.
00291966

Place : Kolkata

Date : 10.06.2016

J R D FINANCE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

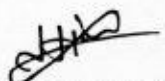
	Particulars	For the Year Ended	For the Year Ended	For the Year Ended	For the Year Ended
		31.03.2016	31.03.2016	31.03.2015	31.03.2015
		₹	₹	₹	₹
A)	Cash Flow from Operating Activities				
	Net Profit as per Profit & Loss Account		160,849		167,129
	Adjustment for				
	Depreciation	-		345	
	Contingent provision	(25,635)		-	
	(Profit)/Loss on Sale of Investment	-	(25,635)	93,093	93,438
			135,214		260,567
	Adjustment for				
	Decrease/ (Increase) in Inventories	6,645,182		(6,611,939)	
	Decrease/ (Increase) in Other Current Assets	495,546		19,163	
	Decrease/ (Increase) in Other Non-Current Assets	85,716		(261,844)	
	Decrease/ (Increase) in Loans & Advances	14,700,010		(615,967)	
	Increase / (Decrease) in Current Liabilities	(15,223,748)	6,702,706	4,106,057	(3,364,530)
	Cash Generated From Operating Activities		6,837,920		(3,103,963)
	Income tax (Net)		(39,854)		(33,825)
	Net Cash Flow from Operating Activities	(A)	6,798,066		(3,137,788)
B)	Cash Flow from Investing Activities				
	Dividend Received	-		-	
	Interest Received	-		-	
	Investment	(6,396,885)		-	
	Sale of Fixed Assets	-		-	
	Sale of Investment	(B)	(6,396,885)	65,376	65,376
	Net Cash Flow during the Year (A+B)		401,181		(3,072,412)
	Cash and Bank Equivalent (Opening Balance)		1,261,473		4,333,885
	Cash and Bank Equivalent (Closing Balance)		1,662,655		1,261,473
			401,181		(3,072,412)

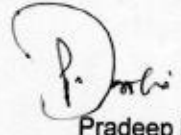
As per our Report of even date.
For **Shashi Agarwal & Co.**
Firm Registration Number : 322552E
Chartered Accountants

(Vinit Jalan)
Partner
Membership No. 06200



for & on behalf of
The Board of Directors


Himangshu Mondal
Din No.
06984911


Pradeep Kumar Droy
Din No.
00291966

Place : Kolkata
Date : 10.06.2016

Notes to Financial Statements For The Year Ended 31 March 2016**Note 1 - Summary of Significant Accounting Policies****1.1 Corporate Information**

JRD Finance Ltd.(CIN No. L65999WB1993PLC058107) (The Company) is a Public Company incorporated under the Companies Act, 1956. The Company operates as an investment and Finance Company and consequently registered as a Non-Banking Financial Institution (Non-Deposit taking) with the Reserve Bank of India and RBI has allotted registration no.B-05-05299 dated 29.08.03.

1.2 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The Financial Statements have been prepared on the basis of a going concern under the Historical Cost convention and confirm in all material aspects to the generally accepted accounting principles in India which encompass applicable accounting standards notified by Companies (Accounting standard) rules 2006, relevant provision of the Companies Act, 1956 and Companies Act, 2013 as applicable, the applicable guidelines issued by the Reserve Bank of India, other statutory provisions and regulatory framework. The Company adopts the accrual concept in the preparation of account.

1.3 USE OF ESTIMATES:

The preparation of financial statement require the management to make estimates and assumption considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statement and the reported income and expenses during the reporting period. The Management believes that the estimates used in preparation of the financial statement are prudent and reasonable. Future results could differ from these estimates. Any revision to accounting estimates is recognized in the period as and when they are materialized.

1.4 PRINCIPAL ACCOUNTING POLICIES :

Accounting Policies, unless specifically stated to be other, are consistent and are in consonance with generally accepted accounting principles in India. The accounting policies adopted in preparation of financial statements are consistent with those of previous year.

1.5 REVENUE RECOGNITION :

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

(a) Interest and other dues are recognized on accrual basis except in the case of income on Non- Performing

Assets which is recognized, as and when received, as per the prudential norms prescribed by the RBI.

(b) Surplus on sale of investments is net of losses thereon.

(c) Other items of Income/expenditures are recognised on accrual on prudent basis.

1.6 GRATUITY:

Provision of payment of Gratuity Act, are not applicable to the Company for the year under review.

1.7 INVESTMENT:

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost less provisions recorded to recognise any decline, other than temporary, in the carrying value of each investment.

1.8 STOCK-IN-TRADE:

Stock-in-Trade has been stated at cost on (Fifo basis) or net realisable value which ever is lower.

During the year the Company has transferred shares held as Stock in trade to Non-Current Investment at market price amounting to Rs.6396885/- which were for long-term in nature.

1.9 EARNING PER SHARE:

Basic and Diluted EPS are calculated by dividing net profit/(loss) for the period attributable to equity shareholders (after deducting attributable taxes) by the weighage average number of equity shares outstanding during the period.

For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.10 ACCOUNTING FOR TAXES ON INCOME:

- a. Current Tax is determined as amount of tax payable in respect of taxable income for the year based on applicable tax rates and law.
- b. Deferred Tax is recognized, subject to the consideration of prudence, on timing differences, being difference between taxable and accounting income/expenditure that originate in one period and are capable of reversal in one or more subsequent period(s). Deferred tax assets are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets will be realized.

1.11 EMPLOYEE BENEFITS

Providend Fund Act and/or superannuation Fund is not applicable to the company during the year under review and the Company do not have any other scheme for Provident Fund.

1.12 PROVISIONS AND CONTINGENT LIABILITIES:

- a. Provisions are recognized when the Company has a legal and constructive obligation as a result of a past event, for which it is probable that a future outflow will be required and a reliable estimate can be made on the amount of the obligation.
- b. Contingent Liabilities are disclosed when the Company has a possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation.



Note 2 - Share Capital

	31.03.2016	31.03.2015
	₹	₹
AUTHORISED:		
22,50,000 (22,50,000) Equity Shares of Rs. 10/- each	22,500,000	22,500,000
ISSUED, SUBSCRIBED & PAID UP:		
20,00,000 (20,00,000) Equity Shares of Rs. 10/- each	20,000,000	20,000,000
Less : Allotment Money Due	2,464,880	2,464,880
	<u>17,535,120</u>	<u>17,535,120</u>

a. Reconciliation of the Shares Outstanding at the beginning and at the end of the Reporting Period

Equity Shares	31.03.2016		31.03.2015	
	Nos.	Amount In ₹	Nos.	Amount In ₹
At the beginning of the period	2,000,000	20,000,000	2,000,000	20,000,000
Issued during the period:- Private Placements	-	-	-	-
Issued during the period:- Bonus Issue	-	-	-	-
Outstanding at the end of the period	2,000,000	20,000,000	2,000,000	20,000,000

b. Terms/Rights attached to Equity Shares

The company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of Shareholders holding more than 5% Shares in the Company

Equity shares of Rs. 10 each Fully Paid

Name of the Shareholder	31.03.2016		31.03.2015	
	Nos.	% of Holding	Nos.	% of Holding
Saumya Consultants Ltd.	112,500	5.63	112,500	5.63
B Q R Investment & Credit Co Ltd.	105,000	5.25	105,000	5.25
Diamond Shipping & Co Ltd.	100,000	5.00	100,000	5.00

Note 3 - Reserve & Surplus

	31.03.2016	31.03.2015
	₹	₹
Specific Reserve Fund (U/s 45IC of RBI Act)		
Opening Balance	106,095	79,612
Add: Transferred from Profit & Loss Account	24,199	26,483
Closing Balance	<u>130,294</u>	<u>106,095</u>
Net Surplus in the Statement of Profit and Loss		
Balance as per last financial statements	1,411,867	1,307,680
Profit /(Loss) for the year	120,995	132,162
	1,532,862	1,439,842
Add/(Less): Transferred to Specific Reserve Fund	(24,199)	(26,483)
Add/(Less): Contingent Provision against Standard Asset	-	(1,492)
Net Surplus/Deficit in the Statement of Profit and Loss	<u>1,508,663</u>	<u>1,411,867</u>
Total Reserve and Surplus	<u>1,638,957</u>	<u>1,517,962</u>



Note 4 - Long-Term Provisions

	31.03.2016	31.03.2015
Contingent Provision against Standard Assets	₹ 75,942	₹ 101,577
	<u>75,942</u>	<u>101,577</u>

Note 5 - Other Current Liabilities

	31.03.2016	31.03.2015
Other Payables	₹	₹
Liabilities for Expenses	59,052	32,800
Advances	15,400,000	30,650,000
	<u>15,459,052</u>	<u>30,682,800</u>

Note 6 - Non-Current Investments

		31.03.2016	31.03.2015
		₹	₹
Investment In Equity Instruments (At Cost)			
Quoted	Face Value	Nos.	Nos.
Soundcraft Industries Ltd.	10/-	5,000	5,000
Mathew Easow Research Securities Ltd.	10/-	38,769	-
		6,396,885	-
		<u>6,396,885</u>	<u>-</u>
Aggregate amount of Quoted Investments		6,396,885	-
Aggregate Market Value of Quoted investments		2,981,336	-
Aggregate amount of Unquoted Investments		-	-

Note 7 - Deferred Tax Assets (Net)

	31.03.2016	31.03.2015
	₹	₹
Deferred Tax Assets:		
Carried Forward Lossess	23,934	23,934
Deferred Tax Liabilities:	-	-
Deferred Tax Assets(Net)	<u>23,934</u>	<u>23,934</u>

Note 8 - Long - Term Loans and Advances

	31.03.2016	31.03.2015
	₹	₹
Other Loans and Advances - Unsecured, considered good Loans	24,229,240	38,929,250
	<u>24,229,240</u>	<u>38,929,250</u>



Note 9 - Other Non-Current Assets

	<u>31.03.2016</u>	<u>31.03.2015</u>
	₹	₹
Other Loans and Advances - Unsecured, considered good		
Tax Deducted at Source (net of provision for taxation)	779,878	865,594
MAT Credit Entitlement	24,784	24,784
	<u>804,662</u>	<u>890,378</u>

Note 10 - Inventories

		<u>31.03.2016</u>		<u>31.03.2015</u>
		₹		₹
Stock of equity shares (fully paid up)				
as taken, valued and certified)	Face Value		Nos.	
DCW Ltd	2/-	11,135.00	500	-
Timex Group India Ltd.	1/-	-	-	100
Cressanda Solutions Ltd.	10/-	374,650.00	127,000	1,187,450
Mathew Easow Research Securities Ltd.	10/-	-	-	38,769
		<u>385,785</u>		<u>7,030,967</u>

Note 11 - Cash and Cash Equivalents

	<u>31.03.2016</u>	<u>31.03.2015</u>
	₹	₹
Cash and Bank Balances		
Balances with Banks		
In Current Accounts	1,150,570	892,430
Cash On hand	512,085	369,043
	<u>1,662,655</u>	<u>1,261,473</u>

Note 12 - Other Current Assets

	<u>31.03.2016</u>	<u>31.03.2015</u>
	₹	₹
Interest accrued and due	1,084,597	1,701,456
Taxes and Duties Refundable	121,313	-
	<u>1,205,910</u>	<u>1,701,456</u>



Note 13 - Revenue From Operations

	<u>31.03.2016</u>	<u>31.03.2015</u>
	₹	₹
Revenue From Operations		
Interest on loan (T.D.S. Rs.297710/-, Previous Year Rs.422688/-)	2,977,107	4,413,519
Dividend Income	-	-
Sale of Shares	2,851	59,492
Profit/(Loss) on Derivatives	(2,023,758)	(398,701)
	<u>956,200</u>	<u>4,074,310</u>

Note 14 - Other Income

	<u>31.03.2016</u>	<u>31.03.2015</u>
	₹	₹
Interest on Income Tax Refund	22,328	12,700
	<u>22,328</u>	<u>12,700</u>

Note 15 - Changes in Inventories

	<u>31.03.2016</u>	<u>31.03.2015</u>
	₹	₹
Opening Stock	7,030,968	419,028
Closing Stock	385,785	7,030,968
Transfer to investment	6,396,885	-
(Increase)/Decrease in Stock	<u>248,298</u>	<u>(6,611,940)</u>

Note 16 - Employee Benefits Expenses

	<u>31.03.2016</u>	<u>31.03.2015</u>
	₹	₹
Salaries	372,000	660,000
Staff Welfare Expenses	8,750	44,650
	<u>380,750</u>	<u>704,650</u>

Note 17 - Other Expenses

	<u>31.03.2016</u>	<u>31.03.2015</u>
	₹	₹
Auditor's Remuneration		
- Statutory Audit Fees	16,100	15,730
- Other Services	-	-
Accounting Charges	-	48,000
Advertisement Expenses	676	6,690
Bank Charges	-	238
Books & Periodicals	-	3,550
Conveyance Expenses	24,340	98,950
Demat Account Charges	573	601
Filling Fees	45,600	25,200
Listing Fees & Registrar Charges	45,200	19,662
Postage & Courier Charges	510	117
Printing & Stationary	9,740	44,890
Professional Charges	16,000	38,000
Telephone Charges	316	1,917
Miscellaneous Expenses	44,076	89,520
	<u>203,131</u>	<u>393,065</u>



Notes to Financial Statements For The Year Ended 31 March 2016**Note 18 - Segment Reporting**

The company is not having any identifiable different business segment. Since the company does not have any material earnings emanating outside India, the company is considered to operate only in the Domestic Segment.

In view of the general clarification issued by the Institute of Chartered Accountants of India for companies operating in single segment, the disclosure requirements as per Accounting Standard 17 "Segment Reporting" are not applicable to the company.

Note 19 - Related Party Disclosure

As reported by the management there are no transactions with related parties during the year.

Note 20 - Earning per Share

		2015-2016	2014-2015
a) Profit After Tax	Rs.	120,995	132,162
b) Weighted Average number of Equity shares of Rs.10	Nos	2,000,000	2,000,000
c) Earning Per Share (Basic)	Rs.	0.06	0.07
d) Earning Per Share (Diluted)	Rs.	0.06	0.07

Note 21 -

The company is transferring 20% of its net profit during the year to reserve fund as per the requirement of section 45-1C of RBI (Amended) Act, 1934.

In view of the circular issued by the Reserve Bank of India a general provisions has been created on standard assets @0.30%

Note 22 - Retirement Benefit

No provision for gratuity liabilities or other retirement benefits has been made and will be accounted for as and when paid.

Note 23 -

In the opinion of management devaluation in the securities if any is temporary in nature and accordingly not reflected in financial statement.

Note 24 - Micro, Small and Medium Enterprises Development Act

The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amount unpaid as at year end together with interest paid or payable under this act has not been given.



Note 25 - Figures in Rupees Have been Rounded off to the nearest Rupee.

Note 26 - Presentation and Disclosure of Financial Statements

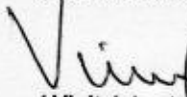
During the year ended 31 March 2016, the revised Schedule VI notified under the Companies Act 2013, has become applicable to the company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has also reclassified the previous year figures in accordance with the requirements applicable in the current year.

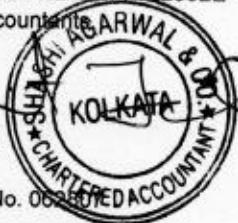
As per our Report of even date.

For **Shashi Agarwal & Co.**

Firm Registration Number : 322552E

Chartered Accountants



(Vinit Jalan)
Partner
Membership No. 0628072

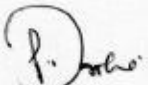


Place : Kolkata

Date : 10.06.2016

for & on behalf of
The Board of Directors


Himangshu Mondal
Din No.
06984911


Pradeep Kumar Drolia
Din No.
00291966

JRD FINANCE LIMITED

(CIN : L65999WB1993PLC058107)

Reg.Off. : 60A, Bondel Road
Ground Floor
Kolkata – 700 019
Email Id: fin.jrd@gmail.com

ATTENDANCE SLIP

Regd. Folio / DP ID & Client ID	
Name and Address of the Shareholder	

1. I hereby record my presence at the 23rd ANNUAL GENERAL MEETING of the Company being held on 29th September, 2016 at 12.30 p.m. at the Registered Office of the Company at 60A, Bondel Road, Ground Floor, Kolkata - 700019.

2. Signature of the Shareholder/Proxy Present

--

3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.

4. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

Note: - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

ELECTRONIC VOTING PARTICULARS

(1) EVSN (E-Voting Sequence No.)	(2) USER ID.	(3) PAN or Relevant No.as under	(4) Bank Account No.
			(See Note No.1)

Notes:

- (1) Where Bank Account Number is not registered with the Depositories or Company please enter your User Id. as mentioned in column (2) above.
- (2) Please read the Instructions printed under the Notice dated 29th August, 2016 of the 23rd Annual General Meeting. The e-Voting period starts from 9.00 A.M. on 26.09.2016 and end at 5.00 P.M. on 28.09.2016, the e-voting module shall be disabled by CDSL for voting thereafter.

JRD FINANCE LIMITED

(CIN : L65999WB1993PLC058107)

Reg.Off. : 60A, Bondel Road
Ground Floor
Kolkata – 700 019
Email Id: fin.jrd@gmail.com

PROXY FORM – MGT-11

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

Name of the Member (s) :
Registered Address :
E-mail Id :
Folio No/DP Id & Client ID :

I/We, being the member of JRD Finance Limited, holding Equity Shares of the above named company, hereby appoint

- 1) Name : Address :
E-mail Id : Signature :or failing him/her,
- 2) Name : Address :
E-mail Id : Signature :or failing him/her,
- 3) Name : Address :
E-mail Id : Signature :

As my/our proxy to attend and vote for me/us and on my/our behalf at the AGM of the Company, to be held on Thursday, the 29th day of September, 2016 at 12.30 P.M. at 60A, Bondel Road, Ground Floor, Kolkata- 700 019, West Bengal or at any adjournment thereof in respect of following resolutions:

Sl. No.	Resolutions	Optional*	
		For	Against
	<i>Ordinary Business</i>		
1.	Adoption of Audited Financial Statements for the year ended 31 st March, 2016.		
2.	Approval to re-appoint Mr. Pradeep Kumar Drolia (DIN- 00291966), Director, who retires by rotation.		
3.	Appointment of M/s. Bhandari B.C & Co., Chartered Accountants, as Statutory Auditors and fixing their remuneration.		

Signed this.....day of..... 2016

Signature of Shareholder(s).....

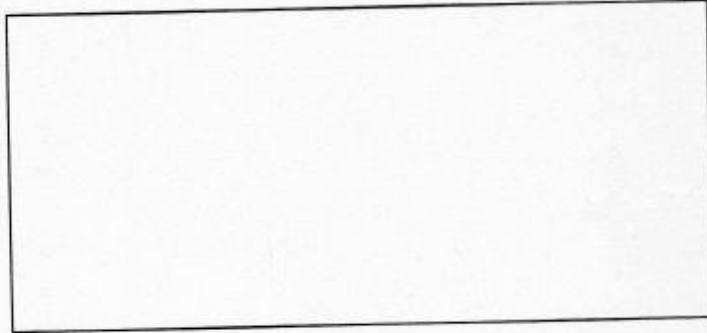
Signature of Proxy holder(s).....

Affix
Revenue Stamp
of Re 1/- here

- Notes:**
1. This form of proxy in order to be effective should be duly completed and deposited at the Company's Registered Office, not less than 48 hours before the commencement of the Meeting.
 2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the AGM.
 3. *It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

BOOK POST

To



If undelivered, Please return to:-

J R D FINANCE Ltd.

Registered Office:
60A, Bondel Road
Kolkata – 700 019
West Bengal, India