

J R D FINANCE LIMITED

ANNUAL REPORT

2018-19

J R D FINANCE LIMITED
CIN: L65999WB1993PLC058107

BOARD OF DIRECTORS & KMP Mr. Himangshu Mondal – Director
Mr. Dilip Kumar Choudhary – Director
Mr. Pradeep Kumar Drolia – Director
Mr. Ram Kumar Dalmia – Whole Time Director
Mr. Ashish Kumar Panda- Chief Financial Officer

AUDITORS M/s. Bhandari B. C. & Co.
Chartered Accountants
Kolkata

**COMPANY SECRETARY &
COMPLIANCE OFFICER** Ms. Pritha Sinha Pandey

BANKERS Corporation Bank

**REGISTERED OFFICE
& SHARE DEPARTMENT** 1/1A, Biplabi Anukul Chandra Street
5th Floor, Room No. 5G,
Kolkata – 700 072
Tel No. (033) 4006 6062
e-mail: fin.jrd@gmail.com
website : www.jrdfinance.com

**REGISTRAR
& SHARE TRANSFER AGENT** S.K. Infosolutions Pvt. Ltd.
34/1A, Sudhir Chatterjee Street,
Kolkata – 700 006
Phone no.: (033) 2219 4815
Facsimile no.: (033) 2219 4815
E Mail: skcdilip@gmail.com

J R D FINANCE LIMITED

Reg.Off. : 1/1A, Biplabi Anukul Chandra Street, 5th Floor, Room No. 5G, Kolkata – 700 072

Tel: +91 33 4006 6062; Email Id: fin.jrd@gmail.com; Website: www.jrdfinance.com

CIN: L65999WB1993PLC058107

NOTICE is hereby given that the 26th Annual General Meeting of the Members of the **J R D Finance Limited** will be held at 1/A Biplabi Anukul Chandra Street, 5th Floor, Room No. 5G, Kolkata – 700 072 on Thursday, the 26th day of September, 2019 at 1.00 P.M. to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Dilip Kumar Choudhary (DIN - 00080390), who retires by rotation and being eligible offers himself for re-appointment.

AS SPECIAL BUSINESS:

3. Approval of Mr. Ram Kumar Dalmia as a Director and Whole Time Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Ram Kumar Dalmia (DIN 00080549), who was appointed as an Additional Director by the Board with effect from 27th May, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

“**RESOLVED FURTHER THAT** subject to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and pursuant to approval of the Board of Directors and recommendation of Nomination and remuneration committee, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Ram Kumar Dalmia (DIN 00080549) as a Whole Time Director of the Company for a period of Five years from 27th May, 2019 to 26th May, 2024 on the terms and conditions of appointment and remuneration, as detailed in the explanatory statement attached hereto, with authority to the Board of Directors to alter and vary the terms and conditions of appointment and remuneration as may be agreed by the Board of Directors and Mr. Ram Kumar Dalmia.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

4. Approval of Re-appointment of Mr. Himangshu Mondal as an Independent Director.

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

“**RESOLVED THAT** pursuant to Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013, or any amendment or modification thereof, and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Himangshu Mondal (DIN: 06984911), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and

in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as an Independent Director of the Company for second term of five consecutive years from 26th September, 2019 till 25th September, 2024 who shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

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

Pritha Sinha Pandey
Company Secretary & Compliance Officer

Registered Office:

1/1A, Biplabi Anukul Chandra Street,
5th Floor, Room No. 5G
Kolkata – 700 072
Date: 10th August, 2019

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. Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
4. 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.
5. The Register of Members and Share Transfer books of the Company shall remain closed from 20th September, 2019 to 26th September, 2019 (both days inclusive).
6. Members/proxies/authorized representatives are requested to bring the duly filled attendance slip to attend the Annual General Meeting along with their copy of Annual Report.
7. 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 at the meeting.
8. Members who are holding shares in the demat form are requested to bring their Depository ID Number and Client ID Number to facilitate easier identification for attendance at the meeting.
9. Securities and Exchange Board of India has mandated that securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019. Accordingly the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialization.

10. Members desirous of asking any questions at the Annual General Meeting and desiring any information as regards the Accounts are requested to write to the Company at least ten days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
11. Keeping in view the “Green Initiative in Corporate Governance” of Ministry of Corporate Affairs and in continuation to the practice adopted in previous years, the Company proposes to continue to send notices / documents including annual reports, etc. to the members in electronic form. Members who have still not registered their email addresses are requested to register their email addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agents, S.K Infosolutions Pvt. Ltd., 34/1A, Sudhir Chatterjee Street, Kolkata – 700 006. Further, the documents served through email are available on the Company’s website www.jrdfinance.com.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank particulars by every participant in the securities market. Shareholders holding shares in electronic form are therefore requested to submit their PAN and Bank details to their Depository Participant and shareholders holding shares in physical form are requested to submit their PAN and Bank details to the Company’s Registrar and Share Transfer Agents, S.K Infosolutions Pvt. Ltd., 34/1A, Sudhir Chatterjee Street, Kolkata – 700 006. Those shareholders who has already updated/provided the above said details need not require sending the same again.
13. The Financial Statements of the Company for the financial year ended 31st March 2019 and reports of the Board of Directors and the Auditors’ Report thereon and all other documents required by law to be annexed or attached to the Financial Statements 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 2.00 p.m. up to the date of ensuing date of Annual General Meeting.

14. 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 26th 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 23rd September, 2019 at (9.00 A.M) and ends on 25th September, 2019 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 19th September, 2019, 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.
 - iv. Now Enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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 sequence number in the PAN field which is printed on the address sticker.
Dividend Bank details or Date of Birth (DOB)	<p>Enter the dividend bank details or date of birth (in dd/mm/yyyy) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the Company/ Depository Participant, please enter the DP ID and Client ID/ Folio No. in the dividend bank details field as mentioned in 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.
- 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. Members can also cast their vote using CDSL’s mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store, Apple Store and Windows Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non-Individual Shareholders and Custodians:
- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [https://www.evotingindia.com](http://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, User would be able to link the account(s) for which they wish to vote on.
 - iv. The list of accounts linked in the login 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.
- xx. 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.

15. General Guidelines for shareholders

- i. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Company by e-mail to fin.jrd@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
 - ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evotingindia.com to reset the password.
 - iii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section www.evotingindia.com or or send a request at helpdesk.evoting@cdslindia.com.
 - iv. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Thursday, September 19, 2019.
16. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Thursday, September 19, 2019, may obtain the login Id and password by sending a request at helpdesk.evoting@cdslindia.com
17. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” option available on www.evotingindia.com or contact CDSL at helpdesk.evoting@cdslindia.com.
18. The Company has appointed CS Anand Khandelia, Practicing Company Secretary (Membership No. 5803; CP No: 5841), to act as the Scrutinizer for conducting the remote e-voting process as well as the voting at the AGM, in a fair and transparent manner.
19. The Chairman shall, at the 26th Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
20. The Scrutinizer shall, after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
21. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.jrdfinance.com and on the website of CDSL www.cdslindia.com immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Metropolitan Stock exchange of India Limited, Mumbai, where the shares of the Company are listed.

22. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013, will be available for inspection at the Annual General Meeting.
23. Details of Directors seeking appointment/re-appointment at the Annual General Meeting as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Director	Mr. Dilip Kumar Choudhary (DIN: 00080390)
Date of Birth	4 th June, 1975
Date of first Appointment	27 th May, 2017
Qualification	B.A.
Expertise in Specific Functional areas	He has an expertise of more than 14 years in the field of Accounts and Finance.
Directorship held in listed Companies	Nil
Committee Membership in other Listed Companies	Nil
Shareholding in the Company	Nil

Name of the Director	Mr. Ram Kumar Dalmia (DIN: 00080549)
Date of Birth	5 th October, 1957
Date of Appointment	27 th May, 2019
Qualification	B.A.
Expertise in Specific Functional areas	He has an expertise of more than 20 years in the field of Accounts and Finance.
Directorship held in listed Companies	Nil
Committee Membership in other Listed Companies	Nil
Shareholding in the Company	Nil

Name of the Director	Mr. Himangshu Mondal (DIN: 06984911)
Date of Birth	1st February, 1978
Date of Appointment	29th September, 2014
Qualification	B. Com
Expertise in Specific Functional areas	He has extensive knowledge and over 15 years experience in the field of Accounts, finance and Taxation matter.
Directorship held in listed Companies	Nil
Committee Membership in other Listed Companies	Nil
Shareholding in the Company	Nil

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

Pritha Sinha Pandey
Company Secretary & Compliance Officer

Registered Office:

1/1A, Biplabi Anukul Chandra Street,
5th Floor, Room No. 5G
Kolkata – 700 072
Date: 10th August, 2019

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013

Item No. 3:

Mr. Ram Kumar Dalmia (DIN 00080549) has been appointed as an Additional director as well as whole time director of the Company with effect from 27th May, 2019. Pursuant to the provision of section 161 of the Companies Act, 2013, Mr. Ram Kumar Dalmia will hold office up to the date of ensuing Annual General Meeting. The Company has received notice in writing under the provision of Section 160 of Companies Act, 2013, from a member, proposing the candidature of Mr. Ram Kumar Dalmia for the office of Director. A brief profile and other details of Mr. Ram Kumar Dalmia are given in this notice.

Keeping in view his entrepreneurial spirit as well as taking into account of his vast experience in the field of finance and investments, the Nomination and remuneration committee has recommended to the board to appoint him as the Whole Time Director of the Company. On such recommendation the Board of Directors in their meeting held on 27th May, 2019 appointed him as the Whole Time Director of the Company for a period of 5 years with effect from 27th May, 2019 and who is not liable to retire by rotation.

Mr. Ram Kumar Dalmia is a Commerce graduate and has extensive knowledge in the field of finance and investments. His dynamism and the business acumen will be of great asset to the Company.

Further looking in to inadequate profit and current the financial position of the Company, the Board of Directors with consultation with Mr. Ram Kumar Dalmia has decided to not pay any remuneration for the time being. However notwithstanding anything herein contained, the Company may, subject to the requisite approvals, pay Mr. Ram Kumar Dalmia remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Ram Kumar Dalmia.

I. General Information:

- (1) Nature of Industry: The Company is Non Banking Finance Company.
- (2) Date or expected date of commencement of commercial production: Not Applicable.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- (4) Financial Performance based on given indicators:

Particulars	Rs. In Lakhs		
	F.Y. 2016-17	F.Y. 2017-18	F.Y. 2018-19
Total Revenue	11.78	14.61	21.19
Profit/(Loss) before Tax	(30.08)	0.59	(13.73)
Profit/(Loss) after Tax	(32.63)	0.42	(14.78)

- (5) Foreign Investments or collaboration: The Company has not received any foreign investments and not entered into any foreign collaboration.

II. Information about the Appointee:

- (1) Background details: On the recommendation of the nomination and remuneration committee, the Board of Directors in their meeting held on 27th May, 2019, has decided to appoint him as the Whole Time Director of the Company.
- (2) Past Remuneration: NIL
- (3) Recognition or Award: NIL
- (4) Job Profile and his suitability: He is a Commerce graduate and has extensive knowledge in the field of finance and investments. His dynamism and the business acumen will be of great asset to the Company
- (5) Remuneration Proposed: Nil
- (6) Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person: Not Applicable

- (7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: There is no pecuniary relationship with the Company. Further he does not hold any shares of the Company.

III. Other Information:

- (1) Reasons of inadequate profits: Due to the incremental of the operating expenses, the Company had incurred the inadequate profit.
- (2) Steps taken or proposed to be taken for improvement: The Company has undertaken stringent cost actions and continues to curtail both employee and non-employee costs. Also, management continues to explore avenues to increase revenues through investment in its capabilities.
- (3) Expected increase in productivity and profits: The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the Company will improve further in near future.

Since the Company is operating inadequate profit, the above proposal requires approval of shareholders of the Company. Hence, the proposal is before the shareholders for approval through special resolution.

The material terms of appointment and remuneration are given below: -

General:

- (i) The Whole-time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Whole-time Director will be under the overall authority of the Board of Directors.
- (ii) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Whole-time Director shall adhere to the Company's Code of Conduct.

Your Directors recommend the passing of the Resolution in Item No. 3 of the Notice as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested financially or otherwise in this Resolution except Mr. Ram Kumar Dalmia.

Items No. 4

Re-appointment of Mr. Himangshu Mondal as an Independent Non-Executive Director.

Mr. Himangshu Mondal (DIN – 06984911) was appointed as an Independent Non- Executive Director of the Company by the members at the 21st AGM of the Company held on 29th September, 2014 for a period of five consecutive years till 28th September, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of Directors of the Company, but shall be eligible for re-appointment for second term of consecutive 5 years subject to approval of the members of the Company by way of special resolution.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors proposed to re-appoint Mr. Himanghsu Mondal, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, as an Independent Director for second term of five consecutive years starting from 26th September, 2019 to 25th September, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

Mr. Himanghsu Mondal is a Commerce graduate. He has extensive knowledge and over 15 years experience in the field of Accounts, finance and Taxation matter.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Himangshu Mondal as an Independent Director. Accordingly, the Board recommends passing of the Special Resolution for your approval.

Except Mr. Himangshu Mondal, being an appointee and his relatives, none of the Promoters, Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the above referred resolution.

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

Pritha Sinha Pandey
Company Secretary & Compliance Officer

Registered Office:

1/1A, Biplabi Anukul Chandra Street,

5th Floor, Room No. 5G

Kolkata – 700 072

Date: 10th August, 2019

DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2018-19

To,
The Members,

Your directors' take pleasure in presenting the 26th Annual Report on the business and operations of the Company together with the Audited financial Statements of the Company for the financial year ended 31st March, 2019.

Financial Highlights

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

Particulars	Year ended 31 st March 2019 (₹)	Year ended 31 st March 2018 (₹)
Revenue from Operation	20,88,952.50	14,54,174.98
Other Income	29,621.00	6,997.00
Profit/(Loss) before taxation	(13,72,776.40)	59,580.94
Less: Tax Expense (Current & Deferred)	1,04,927.00	18,003.00
Profit/(Loss) after tax	(14,77,703.40)	41,577.94
Add: Balance B/F from the previous year	(17,21,670.50)	(17,54,932.44)
Less: Transfer to Reserve Fund (U/s 45IC of RBI Act)	0.00	8,316.00
Balance Profit / (Loss) C/F to the next year	(31,99,373.90)	(17,21,670.50)

State of Company's Affairs and Future Outlook

Your Company has been mainly into loan and investment activities. There has been no change in the business activities of the Company during the financial year ended 31st March, 2019.

The Company achieved revenue from operation of ₹ 20,88,952.50 compared to ₹ 14,54,174.98 during previous year. Your company incurred net losses to the tune of ₹ 14,77,703.40 as compared to last year's net profit of ₹ 41,577.94 and the Directors are hopeful to achieve better results in future.

Change in nature of business

The Company continues to operate only in one segment i.e. Non-Banking Financial Activities and there is no such change in nature of business of the Company. However during the financial year The Reserve Bank of India has cancelled the Certificate of Registration (NBFC) granted to the Company vide its order dated 5th October, 2018 against which the Company has preferred an appeal on 26th November, 2018 before the Appellate Authority, Ministry of Finance, Government of India.

Dividend

Due to loss incurred by the company, no dividend is being declared for the financial year under review.

Transfer to Reserves

The Board of Directors of your Company has decided not to transfer any amount to the Reserves for the financial year under review.

Change in Share Capital

During the year, the Authorised Share Capital of the Company was increased from Rs. 3,00,00,000/- divided into 30,00,000 equity shares of Rs. 10/- each to Rs. 23,50,00,000/- divided into 35,00,000 equity shares of Rs. 10/- each and 20,00,000 5% Non-Cumulative Non-Convertible Redeemable Preference Shares (NCNCRPS) of Rs. 100/- each vide a resolution passed by the members at the Annual General Meeting held on 27th September, 2018. As on 31st March, 2019 the Authorised Share Capital of the Company stands at Rs. 23,50,00,000/- divided into 35,00,000 equity shares of Rs. 10/- each and 20,00,000 5% Non-Cumulative Non-Convertible Redeemable Preference Shares (NCNCRPS) of Rs. 100/- each.

On 15th March, 2019 the Company has allotted 6,50,000 equity shares of Rs. 10/- each at a price of Rs. 25/- per share including premium of Rs. 15/- per share upon conversion of 6,50,000 Convertible Warrants of Rs. 25/- each issued on preferential basis. Further on 25th March, 2019, the Company has allotted 8,00,000, 5% Non-Cumulative Non-Convertible Redeemable Preference Shares (NCNCRPS) of face value of Rs. 100/- each fully paid up for cash at an issue price of Rs. 100/- each.

Hence, As on 31st March, 2019, the Issued and Subscribed Share Capital of your Company stands at Rs. 11,05,00,000/- consisting of 30,50,000 Equity shares of Rs. 10/- each and 8,00,000 5% Non-Cumulative Non-Convertible Redeemable Preference Shares (NCNCRPS) of Rs.100/- each and as on 31st March, 2019, the Paid up share capital of your company stands at Rs. 10,80,35,120/- consisting of 27,20,300 Equity shares as fully paid up and 3,29,700 equity shares as partly paid up and 8,00,000 5% Non-Cumulative Non-Convertible Redeemable Preference Shares (NCNCRPS) of Rs.100/- each as fully paid up.

Extract of Annual Return

Pursuant to the provisions of Section 92 (3) and 134 (3) read with Rule 12 of the Companies (Management and Administration) Rules, 2014, an extract of annual return in prescribed form MGT -9 is appended as **Annexure I** and forming part of this Report.

Directors and Key Managerial Personnel

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Dilip Kumar Choudhary (DIN- 00080390), director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

During the year, Ms. Pritha Sinha Pandey has been appointed as the Company Secretary and Compliance Officer of the Company with effect from 27th September, 2018 and Ms. Renu Jain has been appointed as an Additional Woman Director of the Company with effect from 29th September, 2018.

Mr. Himangshu Mondal (DIN – 06984911) was appointed as an Independent Non- Executive Director of the Company by the members at the 21st AGM of the Company held on 29th September, 2014 for a period of five consecutive years till 28th September, 2019. The Board of Directors proposed to re-appoint Mr. Himangshu Mondal, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, as an Independent Director for second term of five consecutive years starting from 26th September, 2019 to 25th September, 2024.

Ms. Renu Jain resigned from the directorship of the Company with effect from 20th July, 2019 due to personal reasons.

The management of the Company was in process of filling vacancy of the post of Key Managerial Personnel (KMP). The Board of directors at their meeting held on 27th May, 2019 appointed following persons as KMPs of the Company.

Mr. Ram Kumar Dalmia has been appointed as the Whole Time Director of the Company and Mr. Ashish Kumar Panda has been appointed as the Chief Financial Officer (CFO) of the Company with effect from 27th May, 2019.

Details of Board Meetings

During the Financial Year ended 31st March, 2019, 12 (Twelve) Board Meetings were held respectively on 5th April, 2018, 28th May, 2018, 11th August, 2018, 27th September, 2018, 29th September, 2018, 24th October, 2018, 1st November, 2018, 12th November, 2018, 24th December, 2018, 12th February, 2019, 15th March, 2019 and 25th March, 2019.

Attendance of the Directors in the Board Meetings:-

Name	Number of Meeting during the Financial Year 2018-19	
	Held	Attended
Mr. Himangshu Mondal	12	12
Mr. Pradeep Kumar Drolia	12	12
Mr. Dilip Kumar Choudhary	12	12
*Ms. Renu Jain	12	8

*Ms. Renu Jain has been appointed as an Additional Woman Director of the Company on 29th September, 2018.

The intervening gap between the meetings was within the period prescribed under Section 173(1) of the Companies Act, 2013.

During the financial year ended 31st March, 2019, two meeting of the Independent Directors was held on 11th August, 2018 and 12th November, 2018 to discuss the followings:

- Evaluation of the performance of the Non Executive Directors and Board of Directors as a whole;

- Evaluation of the performance of the Chairman of the Company; taking into account views of the Executive and Non executive Directors;
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Committees of the Board

AUDIT COMMITTEE

The Audit Committee comprises of 3 directors, out of which two are independent. During the year, the Audit Committee met 4 times to deliberate on various matters on 28th May, 2018, 11th August, 2018, 12th November, 2018 and 12th February, 2019 during the financial year ended on 31st March, 2019. The Composition of the Audit Committee and the attendance of each member at these meetings are as follows:-

Name	Position Held	Number of Meeting during the Financial Year 2018-19	
		Held	Attended
Mr. Himangshu Mondal	Chairperson	4	4
Mr. Pradeep Kumra Drolia	Member	4	4
Mr. Dilip Kumar Choudhary	Member	4	4

INVITEES: The Statutory Auditors of the Company are permanent invitees to the meeting.

The Chairperson of the Audit Committee attended the Annual General Meeting of the Company held on 27th September, 2018 and he ensured that necessary clarifications and explanations were provided to the Members of the Company on issues regarding accounts and finance.

The Quarterly Un-audited Financial Results as well as the Annual Financial Statements are reviewed and examined by the members of the Audit Committee before recommendation of the same to the Board of Directors of the Company for their perusal and approval. The Audit Committee ensures an effective internal control system.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee was constituted to (a) formulate from time to time process for selection and appointment of new Directors and succession plans and (b) recommend to the Board from time to time, a compensation structure for Directors and other KMPs. The Committee consists of 2 (Two) Non-Executive Independent Directors and 1 (One) Non-Executive Non-Independent Director.

During the financial year 2018-19, the members of the Nomination & Remuneration Committee met on 27th September, 2018.

The Chairperson of the Nomination & Remuneration Committee attended the Annual General Meeting of the Company held on 27th September, 2018.

The Composition and attendance of Nomination and Remuneration Committee is given below:

Name	Position Held	Number of Meeting during the Financial Year 2018-19	
		Held	Attended
Mr. Himangshu Mondal	Chairperson	1	1
Mr. Pradeep Kumra Drolia	Member	1	1
Mr. Dilip Kumar Choudhary	Member	1	1

Directors Responsibility Statement

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

- in the preparation of the annual accounts for the financial year ended 31st March, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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, 2019 and of the loss 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.

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

There are no material changes and commitments affecting the financial position of the Company which have 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 provision of Section 134(3) (m) of the Companies Act, 2013, and the rules made there under relating to conservation of energy, technology absorption do not apply to the Company as its activities are not relevant for the same.

There was no foreign exchange earnings and outgo during the financial year under review.

Details of Subsidiary, Joint Venture or Associates

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

Risk Management Policy

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. Considering the volume, size and business of the company no major risks have been identified by the Company. However measures have been formulated in the areas such as business, financial, human and statutory compliances. The Company's Internal control systems are commensurate with the nature of its and the size and complexity of its operation.

Prevention of Insider Trading

The Company adopted a Code of Conduct as per the Guidelines issued by the Securities and Exchange Board of India as amended from time to time for prevention of Insider Trading which is applicable to the members of the Board and all employees in the course of day-to-day business operations of the Company. The code of conduct framed by the Company has helped in ensuring compliance with the requirements.

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 an internal control system, commensurate with the size, scale & complexities of its operations. Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. The Management ensures adherence to all internal control policies and procedures as well as compliance with regulatory guidelines. The audit committee of the Board of Directors reviews the adequacy of internal controls. This has improved the management of the affairs of the Company and strengthened transparency and accountability. During the year under review no reportable material weakness in the design or operation were observed.

Deposits

The Company has neither invited nor accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 during the financial year under review.

Declaration by Independent Director

All the Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 and KMP

During the financial year under review, the Key Managerial Personnel of the Company as per the provisions of the Companies Act, 2013 is Ms. Pritha Sinha Pandey as the Company Secretary and Compliance officer of the Company with effect from 27th September, 2018.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

(i) The ratio of the remuneration of each director/KMP to the median employee's remuneration for the financial year as prescribed is as given below:

Sr. No.	Name of KMP	Remuneration of KMP for FY 2018-19	Previous Year Remuneration	% Increase	Ratio of Remuneration of each director / to median remuneration of employees
1.	Pritha Sinha Pandey* (Company Secretary)	2,05,000/-	NIL	N.A	0.00

* Ms. Pritha Sinha Pandey appointed with effect from 27th September, 2018.

Note: None of the directors received any remuneration during the financial year ended 31st March, 2019.

(ii) Percentage increase in the median remuneration director, CEO and CFO during the financial year:
N.A.

(iii) Percentage increase in the median remuneration Company Secretary is : N.A.

(iv) Percentage increase in median remuneration of employees in the financial year: N.A.

(v) The number of permanent employees on the rolls of the company as on 31st March, 2019: 1

(vi) Average percentage increase made in the salaries of employees other than KMP in the financial year –
N.A.

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, KMP and other employees.

There were no persons employed by the Company during the Financial Year 2018-19 who draws remuneration as prescribed under Rule 5(2) of Companies (Appointment and Remuneration) Rules, 2014, hence details with respect to the same is not required to be given.

Details of Significant and Material Orders Passed by the Regulators, Courts and Tribunals

The Reserve Bank of India has cancelled the Certificate of Registration (NBFC) granted to the Company vide its order dated 5th October, 2018 against which the Company has preferred an appeal on 26th November, 2018 before the Appellate Authority, Ministry of Finance, Government of India.

Except the above there has been no significant and material orders have been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

Compliance with Secretarial Standards

The Company has complied with Secretarial Standards issued by Institute of Company Secretaries of India (ICSI) as and when it was applicable.

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

In order to prevent sexual harassment of women at workplace your company has adopted a Policy for prevention of sexual harassment of women at workplace and no such complaints have been reported during the financial year under review.

Statutory Auditors & Their Report

At the 23rd Annual General Meeting held on 29th September, 2016, M/s. Bhandari B. C & Co., Chartered Accountants, has been appointed as the Statutory Auditors of the Company to hold office till the conclusion of the 28th Annual General Meeting subject to ratification of their appointment by the members every year. Members may note that the first provision to Section 139 of the Act, which required ratification of the appointment statutory auditors by the members at every Annual General Meeting has been omitted by the Companies Amendment Act, 2017. Accordingly, matter for ratification has not been placed at the ensuing Annual General Meeting.

With regard to qualified opinion as specified in the Auditors' Report as mentioned in note no. 16 (12) to the financial statement, the board of directors opined that due to pending negotiation/settlement with the lender the company has not made provisions for interest on the short term borrowings amounting to Rs. 245.72 Lakhs.

Except the above there are no qualifications, reservations or adverse remarks or disclaimers made by the Statutory Auditors in their audit report for the financial year 2018-19. The notes on Financial statements referred to in the Auditors' Report are self- explanatory and hence do not require any further explanation.

The Statutory Auditors have not reported any incident of fraud of the Company during the financial year 2018-19.

Secretarial Audit Report

The Board has appointed Mr. Jagannath Kar, Practising Company Secretary, (ACS-20600), to carry out the Secretarial Audit pursuant to the provision of Section 204 of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for the Financial Year 2018-19. The Secretarial Audit Report for the Financial Year ended 31st March, 2019 annexed as Annexure – II and forming part of this report.

Secretarial Auditor's observations, if any, in his report, have been suitably explained by way of appropriate notes to accounts and/or in the Board's Report wherever it was considered necessary.

Maintain of Cost Records

The Company is not required to maintain cost records as prescribed by the Central Government under sub- section (1) of section 148 of the Companies Act, 2013.

Corporate Governance

Pursuant to Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, report on Corporate Governance is not applicable to the Company for the financial year 2018-19 since the Net Worth is below Rs. 25.00 Crores and the Paid up equity share Capital of the Company is less than Rs. 10.00 Crores.

Annual Evaluation by the Board

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Board Committee Meetings
- ii. Quality of contribution to Board deliberations
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance

The evaluation will involve self evaluation by the Board member and subsequently assessed by the Board based on the above criteria. A member of the Board will not participate in the discussion of his / her evaluation.

Particulars of Loans, Guarantees or Investments under Section 186

As the Company is a Non- Banking Finance Company being engaged in the business of financing of Companies, provisions of section 186 of the Act is not applicable to the Company.

However, the particulars of Loans, Guarantees and Investments made under Section 186 of the Companies Act, 2013, during the financial year 2018-19 are provided in the notes to the financial statements.

Vigil Mechanism:

In pursuant to Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concern has been established.

Management Discussion and Analysis Report

Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34(3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of the Annual Report.

Listing

The fully paid up Equity Shares of the Company are listed on the Metropolitan Stock Exchange of India Limited (MSEI).

General Shareholder Information**Ensuing Annual General Meeting Details**

Day, Date & Time	Thursday, 26 th September, 2019, at 1.00 P.M.
Venue	1/1A, Biplabi Anukul Chandra Street, 5 th Floor, Room No. 5G, Kolkata – 700 072
Date of Book Closure	20 th September, 2019 to 26 th September, 2019 (both days inclusive)
Listed on	Metropolitan Stock Exchange of India (MSEI)
Scrip Code	MSEI – JFL
ISIN No	INE517E01017
E-mail id of Investors	fin.jrd@gmail.com
Grievances Website	www.jrdfinance.com
Registrar & Share Transfer Agent	S.K. Infosolutions Pvt. Ltd. 34/1A, Sudhir Chatterjee Street, Kolkata – 700 006

Acknowledgment

Your Directors place on record their sincere thanks to bankers, business associates, consultants, employees and various Government Authorities for their continued support extended to your Company's activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

For and on behalf of the Board of Directors

Place: Kolkata
Date: 10th August, 2019

Himangshu Mondal
Director (DIN- 06984911)

Dilip Kumar Choudhary
Director (DIN-0080390)

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Economic Outlook

In the financial year 2018-19, with regards to economic performance, India invigorated its position as the fastest growing major economy in the world. However, overall growth for 2018-19 slumped to a five-year low of 6.8% compared with 7% projected in the second advance estimates released in February. RBI increased repo rate by 25 basis points each in its June, 2018 and August, 2018 bi-monthly policy meetings. However, it cut repo rate by 25 basis points each, in February, 2019 and April, 2019 bi-monthly policy meetings to spur growth.

As government and private consumption remains robust and investment is steadily picking up, the Indian economy is expected to grow at 7.4% in 2019-20 on account of steady improvement in major sectors. A lot depends on the critical factors like global oil prices, a good monsoon, core inflation, and a low interest rate regime, NPA resolutions, IBC etc. But to attain the massive economic potential, India will need to accelerate and sustain its continuing upward trajectory on key human development indicators and aim for a more inclusive growth.

Industry Structure and Developments

The NBFC sector is well regulated by the RBI. The prudential norms on the assets side, mirror those applicable to banks. However, on the resource raising side, there is a clear difference between banks and NBFCs, as the former have access to savings and current accounts. Further, even within the sector, some NBFCs are advantaged as they have access to public deposits, while others do not.

As NBFCs cater to underserved markets, they operate at higher yields. The operating cost as well as bad debt expenditure of the NBFCs is lower compared to banks due to better risk appreciation and management, lower cost due to lean and focused business models and better service through faster response and personalized approach.

Opportunities and Threats

The NBFCs' market share would continue to expand and its expansion would be supported by NBFCs' ability to customize products, price the risk and manage ultimate credit costs, especially related to small-ticket loans, viz. microfinance, small ticket housing loans and loan against property. The competition is likely to intensify in certain segments such as large ticket loan against property. As a result risk-adjusted pricing may come under pressure. Many NBFCs borrowers may turn poachable and creditworthy for banks, as the transition to the formalization gains momentum. Growth of the Company's asset book, quality of assets and ability to raise funds depend significantly on the economy. India economy's un favourable events can affect consumer sentiment and in turn impact consumer decision to purchase financial products. Competition from a broad range of financial providers, unstable political environment and changes in Government policies/ regulatory framework could impact the company's operations.

Human Resources

People remain the most valuable asset of your company. Your company continued to build on its capabilities in getting the right talent to support different products and geographies and is taking effective steps to retain talent. A highly evolved Human Resource Policy has ensured a minimal rate of attrition amongst executives.

Internal Control System

Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. The Company has put in place an adequate internal control system to safeguard all assets and ensure operational excellence. The system also meticulously records all transaction details and ensures regulatory compliance.

Your Management has put in place effective Internal Control Systems to provide reasonable assurance for:

- Safeguarding Assets and their usage.
- Maintenance of Proper Accounting Records and
- Adequacy and reliability of the information used for carrying on business operations.

Cautionary Statement:

Statement in the Management Discussion and Analysis and Directors Report describing the company's strengths, strategies, projections and estimates are forward-looking statements and progressive within the meaning of applicable laws and regulations. The actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental factors.

For and on behalf of the Board of Directors

Place: Kolkata
Date: 10th August, 2019

Himangshu Mondal
Director (DIN- 06984911)

Dilip Kumar Choudhary
Director (DIN-0080390)

(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks / FI	-	-	-	-	-	-	-	-	-
(e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	15270	15270	0.64	-	-	-	-	-0.64
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	-	-	-	-	-	-	-	-	-
(b) Banks / FI	-	-	-	-	-	-	-	-	-
© Central Govt.	-	-	-	-	-	-	-	-	-
(d) State Govt.(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIs	-	-	-	-	-	-	-	-	-
(h)Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i)Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
(2)Non-Institutions									
(a) Bodies Corp.									
(i) Indian	400000	1608830	2008830	83.70	400000	207200	607200	19.91	-63.79
(ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	375900	375900	15.66	-	390670	390670	12.81	-2.85
(ii)Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	2052130	2052130	67.28	67.28
(c)Others (specify) NRI	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	400000	1984730	2384730	99.36	400000	2650000	3050000	100	0.64
Total Public Shareholding (B)=(B)(1)+(B)(2)	400000	1984730	2384730	99.36	400000	2650000	3050000	100	0.64
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	400000	2000000	2400000	100.00	400000	2650000	3050000	100.00	-

(ii) **Shareholding of Promoters*:**

Sl. No.	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of the Year			% 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	-	-	-	-	-0.01
2	Ramniranjan Sharma	130	0.01	-	-	-	-	-0.01
3	Jitendra Kumar Lohia	2500	0.10	-	-	-	-	-0.10
4	Jiwan Kumar Jitendra Kumar (HUF)	2500	0.10	-	-	-	-	-0.10
5	Jitendra Kumar Lohia (HUF)	2500	0.10	-	-	-	-	-0.10
6	Karuna Lohia	2500	0.10	-	-	-	-	-0.10
7	Aparna Lohia	5000	0.22	-	-	-	-	-0.22
Total		15270	0.64	-	-	-	-	-0.64

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

	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	15270	0.64	15270	0.64
Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	Re-Classification of Promoter Category to Public Category w.e.f. 16.10.2018			
At the end of the year	-	-	-	-

Note: *Reclassification of status of Promoter shareholders to Public Shareholders under Regulation 31A of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 has been approved by Metropolitan Stock Exchange of India Limited vide its letter dated 16.10.2018.

(iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDR and ADRs):**

Sl. No	For Each of the Top 10 Shareholders	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.	Rupam Banerji				
	At the beginning of the Year	-	-	-	-
	Increase in the shareholding during the year due to Allotment of equity shares on 15.03.2019	650000	21.31	650000	21.31
	At the end of the year	650000	21.31	650000	21.31
2	Galaxy Stocks & Securities Limited				
	At the beginning of the Year	400000	16.67	400000	16.67
	Increase/ decrease in the shareholding during the year.	No sale or purchase of equity shares during the year			
	At the end of the year	400000	13.11*	400000	13.11

3	Bihan Trading Pvt. Ltd.				
	At the beginning of the Year	-	-	-	-
	Increase in the shareholding during the year by way of Transfer of shares on dated 28.12.2018.	100000	3.28	100000	3.28
	At the end of the year	100000	3.28	100000	3.28
4	Sarita Mishra				
	At the beginning of the Year	-	-	-	-
	Increase in the shareholding during the year by way of Transfer of shares on 28.12.2018.	100000	3.28	100000	3.28
	At the end of the year	100000	3.28	100000	3.28
5	Rajeev Ranjan Mishra				
	At the beginning of the Year	-	-	-	-
	Increase in the shareholding during the year by way of Transfer of shares on 28.12.2018..	100000	3.28	100000	3.28
	At the end of the year	100000	3.28	100000	3.28
6	Megha Parakh				
	At the beginning of the Year	-	-	-	-
	Increase in the shareholding during the year by way of Transfer of shares on 28.12.2018..	99400	3.26	99400	3.26
	At the end of the year	99400	3.26	99400	3.26
7	Prabir Ghosh				
	At the beginning of the Year	-	-	-	-
	Increase in the shareholding during the year by way of Transfer of shares on 28.12.2018.	98300	3.22	98300	3.22
	At the end of the year	98300	3.22	98300	3.22
8	Sheela Hinger				
	At the beginning of the Year	-	-	-	-
	Increase in the shareholding during the year by way of Transfer of shares on 28.12.2018.	98300	3.22	98300	3.22
	At the end of the year	98300	3.22	98300	3.22
9	Panchanan Mondal				
	At the beginning of the Year	-	-	-	-
	Increase in the shareholding during the year by way of Transfer of shares on 28.12.2018.	98000	3.21	98000	3.21
	At the end of the year	98000	3.21	98000	3.21
10	Goodpoint Commotrade Pvt. Ltd.				
	At the beginning of the Year	-	-	-	-
	Increase in the shareholding during the year by way of Transfer of shares on 28.12.2018.	97800	3.21	97800	3.21
	At the end of the year	-	-	97800	3.21

* Due to issue of shares during the year, the percentage of shares held to share capital as at the end of the year, will not match with the respective cumulative percentage of shares held to the share capital at the beginning of the year or as at last transaction undertaken during the year under review, as the case may be.

(v) **Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	For Each of the Directors and KMP	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				
1	Himangshu Mondal	-	-	-	-
2	Dilip Kumar Choudhary	-	-	-	-
3	Pradeep Kumar Drolia	-	-	-	-

(i)Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
(2)Non-Institutions									
(a) Bodies Corp.									
(i) Indian	-	-	-	-	-	8,00,000	8,00,000	100	100
(ii) Overseas	-	-	-	-	-	-	-	-	-
(b) Individuals									
(iii) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
(iv) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	-	-	-	-
(c)Others (specify) NRI	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	8,00,000	8,00,000	100	100
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	8,00,000	8,00,000	100	100
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	-	-	-	-	8,00,000	8,00,000	100.00	100

Note- The Company issued and allotted 8,00,000 5% non-cumulative Non-convertible Redeemable Preference Shares (NCNCRPS) of face value of Rs. 100/- each fully paid up for cash at an issue of Rs. 100 each on 25th March, 2019 to M/s. Silicon First Realtors Private Limited.

(ii) Shareholding of Promoters: NIL

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

(iv) Shareholding Pattern of top ten Preference Shareholders (other than Directors, Promoters and Holders of GDR and ADRs):

Sl. No	For Each of the Top 10 Shareholders	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.	Silicon First Realtors Private Limited				
	At the beginning of the Year	-	-	-	-
	Increase in the shareholding during the year due to Allotment of Preference Shares on 25.03.2019	800000	100	800000	100
	At the end of the year	800000	100	800000	100

(v) Shareholding of Directors and Key Managerial Personnel: NIL

(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	-	20,05,89,007	-	20,05,89,007
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	20,05,89,007	-	20,05,89,007
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	20,05,89,007	-	20,05,89,007
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	20,05,89,007	-	20,05,89,007

(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	- - -	- - -
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - Others, specify...	-	-
5.	Others, please specify	-	-
	Total	-	-
	Ceiling as per the Act		

B. Remuneration to other directors: NIL

Sl. No.	Particulars of Remuneration	Name of Director(s)				Total Amount
	1. Independent Directors	-	-	-	-	-
	• Fee for attending board / committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
	2. Other Non-Executive Directors	-	-	-	-	-
	• Fee for attending board / committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify (Directors Remuneration)	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	NOT APPLICABLE				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD :

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary * (Ms. Pritha Sinha Pandey)	CFO	Total
1	Gross salary				
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (Rs.)	-	2,05,000	-	2,05,000
	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	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit - Others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total(Rs.)	-	205000	-	205000

*Note: Ms. Pritha Sinha Pandey has been appointed as the Company Secretary and Compliance Officer of the Company with effect from 27th September, 2018 and the salary has been paid from that date onwards.

(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	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board of Directors

Place: Kolkata
Date: 10th August, 2019

Himangshu Mondal
Director (DIN- 06984911)

Dilip Kumar Choudhary
Director (DIN-0080390)

**FORM NO. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

[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,
J R D Finance Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. J R D 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 Company's 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 and the representations made by the Company, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 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, 2019 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, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **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 issued by the Reserve Bank of India.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India,
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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:

- A. *That to the best of my understanding, the office of the “Key Managerial Personnel” i.e. Chief Executive Officer/ Whole-time Director/Managing Director and Chief Financial Officer, as required to be appointed by companies listed on stock exchanges, pursuant to the provision of Section 203(1) of the Companies Act, 2013 have not been appointed by the Company during the year under scrutiny.*

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. Adequate notice was given to all Directors in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent 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.

All decisions at the Board Meetings, Committee Meetings as recorded in the minutes books of the Company were carried out 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/debentures/sweat equity.
- (ii) Redemption / buy-back of securities
- (iii) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations

I further report that during the audit period the following instances occurred:

- (i) The Company obtained approval of shareholders vide resolution dated 27.09.2018 under Section 180(1)(a) and under section 180(1)(c) of the Companies Act, 2013 to increase the borrowing limit not exceeding Rs. 50.00 Crores.
- (ii) The Company increased its authorised capital to Rs. 23,50,00,000/- divided into 35,00,000 Equity Shares of Rs. 10/- and 20,00,000 5% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each vide resolution passed by the members on 27.09.2018.
- (iii) The Company issued and allotted 6,50,000 equity shares of Rs. 10/- each at a price of Rs. 25/- per share including premium of Rs. 15/- per share on 15th March, 2019 upon conversion of 6,50,000 Convertible Warrants of Rs. 25/- each issued on preferential basis.

- (iv) the Company issued and allotted 8,00,000, 5% Non-Cumulative Non-Convertible Redeemable Preference Shares (NCNCRPS) of face value of Rs. 100/- each fully paid up for cash at an issue price of Rs. 100/- each on 25th March, 2019 which are not listed in any stock exchange.
- (v) The Company reclassified the status of Promoter shareholders to Public Shareholders under Regulation 31A of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 vide a special resolution passed by the members on 27.09.2018 and duly approved by Metropolitan Stock Exchange of India Limited vide its letter dated 16.10.2018.
- (vi) Reserve Bank of India has cancelled the Certificate of Registration (NBFC) granted to the Company vide its order dated 5th October, 2018 against which the Company has preferred an appeal on 26th November, 2018 before the Appellate Authority, Ministry of Finance, Government of India

There were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs.

Place: Kolkata
Date: 10-08-2019

For **JAGANNATH KAR**
Company Secretaries

JAGANNATH KAR
Proprietor
C.P. No.: 7591

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,
J R D 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 report.
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 the 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 future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata
Date: 10-08-2019

For **JAGANNATH KAR**
Company Secretaries

JAGANNATH KAR
Proprietor
C.P. No.: 7591

Independent Auditor's Report

To the Members of J R D FINANCE LIMITED

Report on the Standalone financial statements

Qualified Opinion

We have audited the accompanying Standalone financial statements of J R D FINANCE LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2019 and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, and *except for the effects of the matters described in paragraph 4 above "Basis for Qualified opinion"* 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 affairs of the company as at March 31, 2019, its losses and its cash flows for the year ended on that date.

Basis for qualified opinion

As mentioned in Note no. 16(12) to the Standalone Financial Statements, the company has not made provision for interest on short term borrowings amounting to Rs.245.72 lakhs on account of pending negotiation/settlement with the lender. Accordingly, finance cost and loss for the year would have been higher by Rs.245.72 lakhs and shareholders' fund would have been reduced by Rs.245.72 lakhs.

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

Emphasis of Matter

Attention is drawn that the Reserve Bank of India has cancelled the Certificate of registration granted to the company to carry on the business of Non-banking financial institution vide order dated 5th October, 2018. Refer Note no. 16(1) to the Standalone Financial Statements.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. We did not come across any matter of such material significance to be reported in this section.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibility of Management for the Standalone financial statements

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

Auditor's Responsibility for the Audit of the Standalone Financial Statements

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

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

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

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

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

Report on Other Legal and Regulatory

1. As required by section 143(3) of the Act, based on our audit we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss and 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 representations received from the directors as on March 31, 2019, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2019, from being appointed as a director in terms of section 164(2) of the Act;
 - f. with respect to the adequacy of the internal financial controls over financial 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 the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid/provided for any managerial remuneration and as such the provisions of section 197 of the Act are not applicable; and
 - h. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has does not have any pending litigations and hence there is no disclosure of the same in its standalone financial statements.

- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's 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 B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **BHANDARI B. C. & CO.**
Chartered Accountants
Firm Registration No.311082E

B.C. Bhandari, FCA
Partner
ICAI Membership No.50196
Kolkata, 27th May, 2019

Annexure - A to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of J R D Finance Limited ("the Company") as of 31 March 2019 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 ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial

Reporting (the "Guidance Note") and the Standards on Auditing, 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, 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.

Annexure-B to Auditors' Report

Referred to in paragraph 2 under Report on Other Legal and Regulatory Requirements of the Auditors' Report of even date to the members of J R D Finance Limited on the financial statements for the year ended 31st March, 2019.

- (i) (a) The Company does not have any fixed assets or immovable properties, and therefore, the provisions of clauses (i)(a) of the Order is not applicable to the Company.

(b) The Company does not have any fixed assets or immovable properties, and therefore, the provisions of clauses (i)(b) of the Order is not applicable to the Company.

(c) The Company does not own any immovable properties, and therefore, the provisions of clauses (i)(c) of the Order is not applicable to the Company.
- (ii) According to the information and explanations given to us, inventories in the form of shares and securities have been verified by the management at reasonable intervals to the extent possible and practical and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any loans secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act, and therefore, the provisions of clauses (iii)(a), (iii)(b) & (iii)(c) of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us in respect of loans, investments, guarantees, and security, the company was not required to comply with the provisions of section 185 and 186 of the Companies Act, 2013.
- (v) According to the information and explanation given to us, the Company has not accepted any deposits from the public.
- (vi) The Company is not required to maintain cost records as prescribed by the Central Government under sub-section (1) of section 148 of the Act.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, subject to delays in deposit of TDS, the Company is regular in depositing the 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 any other statutory dues to the appropriate authorities.

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have not been deposited on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institutions, banks and debenture holders.
- (ix) 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 fraud by the company or on the company by its officers or employees has been noticed or reported during the year under audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid/provided for any managerial remuneration and accordingly the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act are not applicable.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, there are no transactions with related parties which required compliance with sections 177 and 188 of the Act. Accordingly, paragraph 3(xiii) of the Order is not applicable.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has made preferential allotment of equity shares during the year and the requirement of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purposes for which the funds were raised.
- (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) *The Company is required to and was registered under section 45-IA of the Reserve Bank of India Act 1934 as Non-Deposit accepting Non Banking Financial Company. However, Reserve Bank of India has cancelled the Certificate of registration granted to the company vide order dated 5th October, 2018.*

For **BHANDARI B. C. & CO.**
Chartered Accountants
Firm Registration No.311082E

B.C. Bhandari, FCA
Partner
ICAI Membership No.50196
Kolkata, 27th May, 2019

J R D FINANCE LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2019

EQUITY AND LIABILITIES		IN RUPEES	
		NOTE NO.	31.03.2019
<u>SHARE HOLDERS' FUND</u>			
Share Capital	1	10,80,35,120.00	2,15,35,120.00
Reserves & Surplus	2	1,26,89,236.10	44,16,939.50
		12,07,24,356.10	2,59,52,059.50
<u>NON CURRENT LIABILITIES</u>			
Long-term provisions	3	27,50,509.24	25,13,702.24
<u>CURRENT LIABILITIES</u>			
Short term borrowings	4	20,05,89,007.00	20,05,89,007.00
Trade Payables		-	60,000.00
Other current liabilities	5	1,29,568.00	1,41,775.00
Short-term provisions: Provision for income tax		1,05,000.00	18,000.00
		20,08,23,575.00	20,08,08,782.00
		32,42,98,440.34	22,92,74,543.74

ASSETS		IN RUPEES	
NOTE NO.	31.03.2019	31.03.2018	
<u>NON CURRENT ASSETS</u>			
Non-current investments	6	20,57,17,148.65	21,18,68,156.65
Long-term loans & Advances	7	11,09,86,984.74	1,62,64,078.24
Other Non-current Assets	8	1,30,272.00	75,681.00
		31,68,34,405.39	22,82,07,915.89
<u>CURRENT ASSETS</u>			
Inventories	9	39,010.00	3,76,877.00
Cash and bank balances	10	74,25,024.95	6,89,750.85
		74,64,034.95	10,66,627.85
		32,42,98,440.34	22,92,74,543.74
NOTES TO ACCOUNTS & SIGNIFICANT ACCOUNTING POLICIES	16		

AS PER OUR REPORT OF EVEN DATE

For **BHANDARI B.C. & CO.**

Chartered Accountants
Firm Registration No.311082E

B.C.BHANDARI FCA
Partner

ICAI Membership No. 50196
Kolkata, 27th May, 2019

Himangshu Mondal
DIN - 06984911

Dilip Kumar Choudhary
DIN - 00080390

} Directors

Pritha Sinha Pandey - Company Secretary

J R D FINANCE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2019

		IN RUPEES	
INCOME	NOTE NO.	31.03.2019	31.03.2018
Revenue from Operations	11	20,88,952.50	14,54,174.98
Other Income	12	29,621.00	6,997.00
		21,18,573.50	14,61,171.98
EXPENDITURE	NOTE NO.	31.03.2019	31.03.2018
Changes in inventories of stock-in-trade	13	3,37,867.00	-
Employee benefits expense	14	3,06,000.00	3,40,000.00
Finance costs: Interest on borrowings		-	6,54,452.00
Administrative, Selling & Other Expenses	15	26,10,675.90	3,97,101.04
		32,54,542.90	13,91,553.04
PROFIT/(LOSS) BEFORE PROVISIONS & TAX		(11,35,969.40)	69,618.94
Contingent Provisions on Standard Assets		2,36,807.00	10,038.00
Provisions on Sub-Standard/Doubtful Assets		-	-
PROFIT/(LOSS) BEFORE TAXATION		(13,72,776.40)	59,580.94
Less: Tax Expenses :			
Current Tax		1,05,000.00	18,000.00
Income tax for earlier year		(73.00)	3.00
Deferred Tax		-	-
NET PROFIT/(LOSS) FOR THE YEAR		(14,77,703.40)	41,577.94
Earnings Per Share:- Basic and Diluted		(0.68)	0.02
NOTES TO ACCOUNTS & SIGNIFICANT ACCOUNTING POLICIES	16		

AS PER OUR REPORT OF EVEN DATE
For **BHANDARI B.C. & CO.**
Chartered Accountants
Firm Registration No.311082E

Himangshu Mondal
DIN - 06984911

Dilip Kumar Choudhary
DIN - 00080390

Directors

B.C.BHANDARI FCA
Partner
ICAI Membership No. 50196
Kolkata, 27th May, 2019

Pritha Sinha Pandey - Company Secretary

J R D FINANCE LIMITED

Cash flow statement for the year ended 31st March, 2019

	2018-19	2017-18
	IN RUPEES	IN RUPEES
A. Cash flows from Operating activities		
Net Profit before taxation	(13,72,776.40)	59,580.94
Adjustments for:		
Income tax TDS/refundable w/off	12,415.00	4,000.00
Provisions as per NBFC norms	2,36,807.00	10,038.00
Operating profit before working capital changes	(11,23,554.40)	73,618.94
Increase / (Decrease) in Trade Payables	(60,000.00)	-
Increase / (Decrease) in Current Liabilities	(12,207.00)	(6,29,014.00)
(Increase) / Decrease in Long-term loans & advances	(9,47,22,906.50)	(40,15,070.00)
(Increase) / Decrease in Inventories	3,37,867.00	-
(Increase) / Decrease in Other Current Assets	-	-
Cash generated from operations	(9,55,80,800.90)	(45,70,465.06)
Income Taxes	(84,933.00)	(18,323.00)
<i>Net Cash from operating activities</i>	(9,56,65,733.90)	(45,88,788.06)
B. Cash flows from Investing activities		
Purchase of Investments	-	(20,58,18,315.65)
Sale of investment	61,51,008.00	-
<i>Net Cash from investing activities</i>	61,51,008.00	(205818315.65)
C. Cash flows from Financing activities		
Proceeds from issue of shares	9,62,50,000.00	1,00,00,000.00
Increase / (Decrease) in Short term borrowings	-	20,05,89,007.00
<i>Net Cash from financing activities</i>	9,62,50,000.00	21,05,89,007.00
Net increase in cash & cash equivalents (A) + (B) + (C)	67,35,274.10	1,81,903.29
Cash & cash equivalents at the beginning of the year	6,89,750.85	5,07,847.56
Cash & cash equivalents at the end of the year	74,25,024.95	6,89,750.85

Notes:

- The Cash Flow Statement has been prepared under the "Indirect Method" set out in Accounting Standard-3 on "Cash Flow Statement".
- Cash and Cash Equivalents include Cash-in-Hand and Bank balances. (Refer Note-10)
- Figures in brackets indicate Cash outflow.

AS PER OUR REPORT OF EVEN DATE

For **BHANDARI B.C. & CO.**

Chartered Accountants
Firm Registration No.311082E

B.C.BHANDARI FCA
Partner
ICAI Membership No. 50196
Kolkata, 27th May, 2019

Himangshu Mondal
DIN - 06984911

Dilip Kumar Choudhary
DIN - 00080390

Directors

Pritha Sinha Pandey - Company Secretary

J R D FINANCE LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

NOTE NO.1 : SHARE CAPITAL	IN RUPEES	
	31.03.2019	31.03.2018
Authorised Share Capital		
3500000 (3000000) Equity Shares of Rs.10/- each	3,50,00,000.00	3,00,00,000.00
2000000 (Nil) 5% Non-Cumulative Non-Convertible Redeemable Preference Shares (NCNCRPS) of Rs.100/- each.	20,00,00,000.00	-
	23,50,00,000.00	3,00,00,000.00
Issued, Subscribed and Paid-up		
3050000 (2400000) Equity Shares of Rs.10/- each fully paid-up	3,05,00,000.00	2,40,00,000.00
Less: Calls in arrears for 3,29,700 shares	24,64,880.00	24,64,880.00
	2,80,35,120.00	2,15,35,120.00
800000 (NIL) 5% Non-Cumulative Non-Convertible Redeemable Preference Shares (NCNCRPS) of Rs.100/- each fully paid-up	8,00,00,000.00	-
	10,80,35,120.00	2,15,35,120.00
<p>(i) During the current year, the authorised share capital of the Company was increased vide approval of equity shareholders from Rs. 3,00,00,000/- divided into 30,00,000 equity shares of Rs. 10/- each to Rs. 23,50,00,000/- divided into 35,00,000 equity shares of Rs. 10/- each and 20,00,000 5% Non-Cumulative Non-Convertible Redeemable Preference Shares (NCNCRPS) of Rs. 100/- each.</p> <p>The Company has only one class of equity share having par value of Rs.10/- per share. Each holder of equity share is entitled to one vote per share held. All the equity shares rank pari passu in all respects including but not limited to entitlement for dividend, bonus issue and rights issue. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all liabilities in proportion to their</p> <p>During the year the Company allotted 6,50,000 equity shares of Rs. 10/- each at a price of Rs. 25/- per share including premium of Rs. 15/- per share on 15th March, 2019 upon conversion of 6,50,000 Convertible Warrants of Rs. 25/- each issued on preferential basis.</p> <p>Further, the Company allotted 8,00,000, 5% Non-Cumulative Non-Convertible Redeemable Preference Shares (NCNCRPS) of face value of Rs. 100/- each fully paid up for cash at an issue price of Rs. 100/- each on 25th March, 2019.</p>		
(ii) The details of Equity Shareholders holding more than 5% shares:	No. of shares (%) as at 31.3.2019	No. of shares (%) as at 31.3.2018
Galaxy Stocks & Securities Ltd	400000 (13.11%)	400000 (16.67%)
Rupam Banerjee	650000 (21.31%)	0
(iii) <u>The reconciliation of the number of equity shares outstanding is as below:</u>	No. of shares as at 31.3.2019	No. of shares as at 31.3.2018
Equity shares at the beginning of the year	2400000	2000000
Add: Issue of shares during the year	650000	400000
Equity shares at the end of the year	3050000	2400000
(iv) The details of Preference Shareholders holding more than 5% shares:	No. of shares (%) as at 31.3.2019	No. of shares (%) as at 31.3.2018
Silicon First Realtors Pvt Ltd	800000 (100%)	0
(v) <u>The reconciliation of the number of preference shares outstanding is as below</u>	No. of shares as at 31.3.2019	No. of shares as at 31.3.2018
Preference shares at the beginning of the year	0	0
Add: Issue of shares during the year	800000	0
Preference shares at the end of the year	800000	0

J R D FINANCE LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

NOTE NO.2 : RESERVES & SURPLUS	IN RUPEES	
	31.03.2019	31.03.2018
<u>Securities Premium Account</u>		
Opening balance	60,00,000.00	-
Addition during the year	97,50,000.00	60,00,000.00
	1,57,50,000.00	60,00,000.00
<u>Special Reserve [u/s 45IC of RBI Act]</u>		
Opening balance	1,38,610.00	1,30,294.00
20% of profits for the current year	-	8,316.00
Balance at end of the year	1,38,610.00	1,38,610.00
<u>Surplus/(Deficit) i.e. balance in Statement of Profit & Loss</u>		
Opening balance	(17,21,670.50)	(17,54,932.44)
+ / - Profit/Loss for the year	(14,77,703.40)	41,577.94
	(31,99,373.90)	(17,13,354.50)
Less: Appropriation to Reserve Fund for current year profits	-	8,316.00
	(31,99,373.90)	(17,21,670.50)
	1,26,89,236.10	44,16,939.50

NOTE NO.3 : LONG TERM PROVISIONS	31.03.2019	31.03.2018
Contingent Provisions on Standard Assets	2,71,269.00	34,462.00
Provisions on Sub-Standard Assets	24,79,240.24	24,79,240.24
	27,50,509.24	25,13,702.24

NOTE NO.4 : SHORT TERM BORROWINGS	31.03.2019	31.03.2018
From Body Corporate		
-Ganak Conglomerate Pvt Ltd (see note no.16, clause 12)	20,05,89,007.00	20,05,89,007.00
	20,05,89,007.00	20,05,89,007.00

NOTE NO.5 : OTHER CURRENT LIABILITIES	31.03.2019	31.03.2018
Advances	NIL	NIL
Liabilities for Expenses	1,11,297.00	76,330.00
TDS payable	18,271.00	65,445.00
	1,29,568.00	1,41,775.00

NOTE NO.6 : NON-CURRENT INVESTMENTS	31.03.2019	31.03.2018
Long Term		
	<u>Quantity</u>	
<u>Investment in equity instruments</u>	<u>31.3.2019</u>	<u>31.3.2018</u>
In Quoted fully paid up Equity Shares of Rs.10/- each		
Aditya Birla Capital Ltd	11950	11950
Mathew Easow Research Securities Ltd	-	38769
McLeod Russel India Ltd	312	312
Premier Ltd	12000	12000
Sundaram-Clayton Ltd	16	48
Voltas Ltd	-	250
Wabco TVS (India) Ltd	16	16
Williamson Financial Services Ltd	3846	3846
Soundcraft Industries Limited (Under Liquidation)	5000	5000
	29,59,648.65	91,10,656.65
[Market value of quoted equity shares as on 31.3.2019: ₹14,96,990/- ; 31.3.2018: ₹34,26,786/-]		
In Unquoted fully paid up Equity Shares of Rs.10/- each unless other mentioned		
Annexation Commosales Private Limited	6000	6000
Bhudeva Realcon Private Limited	2150	2150
Bhuvanesh Realbuild Private Limited	2600	2600
Hemisphere Infrastructure India Private Limited	6060	6060
Jyotsana Builders Private Limited	6500	6500
Rugved Realtors Private Limited	2200	2200
Sukhada Real Estates Private Limited	1300	1300
Usha Conductors Private Limited	100000	100000
	20,27,57,500.00	20,27,57,500.00
[Break-up value of unquoted equity shares as on 31.3.2018: ₹5,65,59,225; 31.3.2017: ₹21,86,80,050]		
	20,57,17,148.65	21,18,68,156.65

J R D FINANCE LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

NOTE NO.7 : LONG TERM LOANS & ADVANCES	IN RUPEES	
	31.03.2019	31.03.2018
(Unsecured, considered good)		
<u>Loans</u>		
Standard Asset	10,85,07,744.50	1,37,84,838.00
Sub-Standard/Doubtful	24,79,240.24	24,79,240.24
	11,09,86,984.74	1,62,64,078.24

NOTE NO.8 : OTHER NON-CURRENT ASSET	31.03.2019	31.03.2018
(Unsecured, considered good)		
Income Tax TDS - Pending Adjustments	1,30,272.00	75,681.00
	1,30,272.00	75,681.00

NOTE NO.9 : INVENTORIES			31.03.2019	31.03.2018
	<u>Current Yr</u>	<u>Prev Yr</u>		
<u>Quoted, Equity shares fully paid-up</u>				
DCW Limited (FV 2/-)	100	100	2,180.00	2,227.00
Cressanda Solutions Limited (FV 1/-)	127000	127000	36,830.00	3,74,650.00
			39,010.00	3,76,877.00

NOTE NO.10 : CASH AND BANK BALANCES	31.03.2019	31.03.2018
<u>Cash and cash equivalents</u>		
Cash in hand	1,75,569.80	2,02,696.80
Balance in current account with Corporation Bank	72,49,455.15	4,87,054.05
	74,25,024.95	6,89,750.85

NOTE NO.11 : REVENUE FROM OPERATIONS	31.03.2019	31.03.2018
Interest	20,88,668.50	14,47,825.00
Processing fee	-	3,656.57
Dividend	284.00	-
Profit/(Loss) on sale of investment in share	-	2,693.41
	20,88,952.50	14,54,174.98

NOTE NO.12 : OTHER INCOME	31.03.2019	31.03.2018
Interest on IT refund	2,041.00	2,862.00
Miscellaneous income	27,580.00	-
Liability no longer payable, written back	-	4,135.00
	29,621.00	6,997.00

NOTE NO.13 : CHANGES IN INVENTORIES OF STOCK-IN-TRADE	31.03.2019	31.03.2018
Inventories (at close):		
Shares	39,010.00	3,76,877.00
	39,010.00	3,76,877.00
Inventories (at commencement):		
Shares	3,76,877.00	3,76,877.00
	3,76,877.00	3,76,877.00
(Increase)/Decrease in inventory of stock-in-trade	3,37,867.00	-

J R D FINANCE LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

NOTE NO.14 : EMPLOYEE BENEFITS EXPENSE	IN RUPEES	
	31.03.2019	31.03.2018
Salaries and Other Benefits	3,06,000.00	3,40,000.00
	3,06,000.00	3,40,000.00

NOTE NO.15 : ADMINISTRATIVE, SELLING & OTHER EXPENSES	31.03.2019	31.03.2018
Accounting charges	10,000.00	-
Advertisement expenses	23,167.00	28,328.00
Bank Charges	719.90	2,059.70
Brokerage & Commission	3,53,750.00	-
Conveyance	5,550.00	16,100.00
Demat Charges	1,000.00	575.00
Filing Fees	3,600.00	7,200.00
Legal & Professional Expenses	1,19,290.00	31,920.00
Listing fee, custodian & Registrar Charges	4,48,326.00	2,20,625.00
Membership fee	33,925.00	-
Miscellaneous Expenses	210.00	25,256.34
Postage & Courier	1,267.00	3,037.00
Printing & Stationery	600.00	30,000.00
Fee for increase in Authorised share capital	15,38,740.00	-
TDS credit/Income tax refundable w/off	12,415.00	4,000.00
TDS defaults & interest	1,476.00	-
<u>Auditors Remuneration</u>		
Statutory Audit Fee	35,400.00	28,000.00
Income tax matters	5,900.00	-
Certification charges	15,340.00	-
	26,10,675.90	3,97,101.04

J R D FINANCE LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

NOTE NO.16 : NOTES TO ACCOUNTS AND SIGNIFICANT ACCOUNTING POLICIES

1. J R D FINANCE LIMITED ("the Company"), is a Public Limited company incorporated in Kolkata, under the Companies Act, 1956 and its shares are listed on the Metropolitan Stock Exchange of India Ltd. The company operates as an Investment and Credit Company (NBFC-ICC) and is registered as a Non-Banking Financial (Non-Deposit Accepting) Company with the Reserve Bank of India vide Registration no.: B-05.05299 dated 29.08.2003.

The Reserve Bank of India has cancelled the Certificate of registration granted to the company to carry on the business of Non-banking financial institution vide order dated 5th October, 2018. The company has preferred an appeal against the same on 26th November, 2018 before the Appellate Authority, Ministry of Finance, Government of India.

2. These financial statements have been prepared under historical cost convention from books of accounts maintained on an accrual basis (unless otherwise stated hereinafter) in conformity with accounting principles generally accepted in India and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India and referred to Sec 129 & 133 of the Companies Act, 2013, of India. The accounting policies applied by the company are consistent with those used in previous year.

Pending outcome of the appeal against cancellation of NBFC registration, the company continues to carry on NBFI activities as usual and the financial statements have been prepared on the going concern basis.

3. INCOME RECOGNITION is based on recognised accounting principles and as per Accounting Standard-9 issued by Institute of Chartered Accountants of India. Further, interest income or any other charges on NPA are recognised only when they are actually realised.
4. RESERVE FUND: 20% of profits are transferred to Reserve Fund created u/s 45IC of the Reserve Bank of India Act, 1934.
5. INVENTORIES: Inventories being shares and securities are valued in the following manner:
 - a. Quoted shares and securities are valued at cost or market value whichever is lower.
 - b. Unquoted shares and securities are valued at cost.
6. PROVISIONS:
 - a. PROVISIONS FOR BAD AND DOUBTFUL DEBTS: The Company has made 100% provision on Doubtful Assets to the extent to which the advance is not covered by the realisable value of the security to which the company has a valid recourse in accordance with Non-Banking Financial Company – Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.
 - b. CONTINGENT PROVISIONS ON STANDARD ASSETS: The company has made Contingent Provisions on Standard Assets @ 0.25% in accordance with Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.
 - c. PROVISION FOR TAXES: Provision for the current tax is based on tax liability computed in accordance with relevant tax rates and tax laws. Provision on deferred tax is made for all timing differences arising between taxable incomes and accounting income at rates that have been enacted or substantively enacted as of the Balance Sheet date. The tax expense for the year, comprising of the current tax and deferred tax is included in determining the net profit/loss for the year. Deferred Tax Asset has not been recognised as a matter of prudence.
7. DISCLOSURES ON RELATED PARTIES: There is no transactions with related parties and hence, there is no disclosures to be made.
8. As the Company has no activities other than those of an Non-Banking Financial Company, the segment reporting under Accounting Standard 17 – "Segment Reporting" is not applicable. The Company does not have any reportable geographical segment.
9. There is no liability towards Gratuity, leave pay, PF, ESI and/or any other type of retirement benefits. Hence, the requirements prescribed under Accounting Standard-15 have not been complied.
10. Separate disclosures for the amount due to Small Scale Industrial undertakings under the head Current Liabilities/ Creditors could not be made as the Company does not possess the requisite information.

J R D FINANCE LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS AS AT 31ST MARCH, 2019

NOTE NO.16 : NOTES TO ACCOUNTS AND SIGNIFICANT ACCOUNTING POLICIES

11. The Micro, Small and Medium Enterprises Development Act, 2006 mandates disclosure related to payment and accrual of interest on delayed payments to suppliers classified as Micro, Small and Medium Enterprises under the Act. The Company has not received intimation from any of its suppliers regarding the status of their registration under the said Act and hence separate disclosures could not be made.
12. The Company has taken unsecured loans amounting to Rs.2000.00 lakhs from Ganak Conglomerate Private Limited. The net amount outstanding as on 31st March, 2018 is Rs.2005.89 lakhs. The interest payable on this loan is pending negotiation/settlement with the lender. As such, the company has not made provision for interest on aforesaid short term borrowings amounting to Rs.245.72 lakhs for FY 2018-19. In the meantime, the lender has served a notice calling upon to repay the entire due amount alongwith interest thereon.

13. Details of Earnings per share :-

	Current yr (Rs)	Prev year (Rs)
Net Profit as per Profit and Loss Account	(14,77,703.40)	41,577.94
Weighted average number of shares for computing Basic and Diluted earnings per share	2181218	1752725
Earnings per share (Weighted average) (As per Accounting Standard 20 – Earnings Per Share) Basic and Diluted	(0.68)	0.02

14. Previous year's figures have been regrouped/rearranged wherever considered necessary to confirm to this year's classification.

AS PER OUR REPORT OF EVEN DATE
For **BHANDARI B.C. & CO.**
Chartered Accountants
Firm Registration No.311082E

B.C.BHANDARI FCA
Partner
ICAI Membership No. 50196
Kolkata, 27th May, 2019

Himangshu Mondal
DIN - 06984911

Dilip Kumar Choudhary
DIN - 00080390

Directors

Pritha Sinha Pandey - Company Secretary

J R D FINANCE LIMITED

SCHEDULE

Balance Sheet of a non-deposit taking Non-Banking Financial Company as on **31st March, 2019**

[as required in terms of paragraph 18 of Non-Banking Financial Company –Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016.

(Rs. In Lakhs)

	Particulars	Amount outstanding	Amount overdue
	Liabilities side:		
(1)	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid :		
	(a) Debentures : Secured : Unsecured (Other than falling within the meaning of public deposits)	Nil Nil	Nil Nil
	(b) Deferred Credits		
	(c) Term Loans	Nil	Nil
	(d) Inter-corporate loans and borrowing	2005.89	Nil
	(e) Commercial Paper	Nil	Nil
	(f) Public Deposits*		
	(g) Other Loans (specify nature)	Nil	Nil
	<i>*Please see Note 1 below</i>		
(2)	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):		
	(a) In the form of Unsecured debentures In the Form of partly secured debentures .i.,e debentures	Nil	Nil
	(b) where there is a shortfall in the value of security	Nil	Nil
	(c) Other public deposits	Nil	Nil
	<i>*Please see Note 1 below</i>		
	Assets Side		Amt outstanding
(3)	Break-up of Loans and Advance including bills receivables(other than those included in (4) below):		
	(a) Secured		Nil
	(b) Unsecured		1109.87
(4)	Break up of Leased Assets and stock on hire and other assets counting towards asset financing activities		
	(i) Lease assets including lease rentals under Sundry debtors:		
	(a) Financial lease		Nil
	(b) Operating lease		Nil
	(ii) Stock on hire including hire charges under sundry debtors :		
	(a) Assets on hire		Nil
	(b) Repossessed Assets		Nil
	(iii) Other loans counting towards asset financing activities		
	(a) Loans where assets have been repossessed		Nil
	(b) Loans other than (a) above		Nil

Contd....

(5)	Break-up of Investment : Current Investments : 1 Quoted : (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (please specify)				Nil Nil Nil Nil Nil Nil
	2 Unquoted : (i) Shares : (a) Equity (b) Preference (ii) Debenture and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (Please specify)				Nil Nil Nil Nil Nil Nil
	Long Term investments : 1 Quoted : (i) Share : (a) Equity (b) Preference (ii) Debentures and Bonds (iv) Units of mutual funds (iv) Government securities (v) Others (Please specify)				29.60 Nil Nil Nil Nil Nil
	2 Unquoted : (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of mutual funds (iv) Government Securities (v) Others (Please specify)				2027.57 Nil Nil Nil Nil Nil
(6)	Borrower group-wise classification of assets financed as in (3) and (4) above Please see Note 2 below				
Category		Amount net of provisions			
		Secured	Unsecured	Total	
1 Related Parties**					
(a)	Subsidiaries	Nil	Nil	Nil	
(b)	Companies in the same group	Nil	Nil	Nil	
(c)	Other related parties	Nil	Nil	Nil	
2 Other than related parties		Nil	1082.36	1082.36	
TOTAL		Nil	1082.36	1082.36	

Contd....

- (7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :

Please see Note 2 below

Category	Market Value / Break up or fair value or - N A V	Book Value (Net of Provisions)
1 Related Parties **		
(a) Subsidiaries	Nil	Nil
(b) Companies in the same group	Nil	Nil
(c) Other related parties	Nil	Nil
2 Other than related parties	580.56	2057.17
T O T A L	580.56	2057.17
** As per Accounting Standard of ICAI (Please see Note 3)		
(8) Other information		
Particulars		AMOUNT
(i) Gross Non-Performing Assets		
(a) Related Parties		Nil
(b) Other than related parties		24.79
(ii) Net Non-Performing Assets		
(a) Related Parties		Nil
(b) Other than related parties		Nil
(iii) Assets acquired in satisfaction of debt		Nil

Notes:

- As defined in point xix of paragraph 3 of Chapter 2 of these Directors.
- Provisioning norms shall be applicable as prescribed in these Directions.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up / fair value / NAV in respect of unquoted investments shall be disclosed irrespective of whether they are classified as long term or current in (5) above.

Himangshu Mondal
DIN - 06984911

Dilip Kumar Choudhary
DIN - 00080390

Directors

Pritha Sinha Pandey - Company Secretary

Kolkata, 27th May, 2019

J R D FINANCE LIMITED

Reg.Off. : 1/1A, Biplabi Anukul Chandra Street, 5th Floor, Room No. 5G, Kolkata – 700 072
Tel: +91 33 4006 6062; Email Id: fin.jrd@gmail.com; Website: www.jrdfinance.com
CIN: L65999WB1993PLC058107

ATTENDANCE SLIP

(26TH ANNUAL GENERAL MEETING HELD ON THURSDAY, 26TH SEPTEMBER, 2019 AT 1.00 P.M)

Registered Folio/ DP & Client ID No.	
Name and Address of the Shareholder(s)	

I/We hereby record my/our presence at the 26th Annual General Meeting of the Company held on Thursday, 26th September, 2019 at 1.00 P.M. at 1/1A Biplabi Anukul Chandra Street, 5th Floor, Room No. 5G, Kolkata - 700072.

Member's Folio/ Dp ID/ Client ID No. Member's / Proxy's name in Block Letters Member's / Proxy's Signature

Note: Please complete the Folio/DP ID & Client ID No. and name, sign this attendance slip and hand it over at the Attendance verification Counter at the entrance of the Meeting Hall.

.....**tearhere**.....

FORM NO. MGT-11

PROXY FORM

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

CIN : L65999WB1993PLC058107
Name of the Company : J R D Finance Limited
Registered Office : 1/1A Biplabi Anukul Chandra Street, 5th Floor, Room No. 5G, Kolkata - 700072

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

I / We, being the member(s) of shares of the above named Company, hereby appoint :

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

As my/our proxy to attend and vote (on a poll) for me/ us on my/ our behalf at the 26th Annual General Meeting of the Company, to be held on the 26th Day of September, 2019 at 1.00 p.m. at 1/1A Biplabi Anukul Chandra Street, 5th Floor, Room No. 5G, Kolkata - 700072 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.	Resolution Proposed	For	Against
1.	Adoption of Audited Financial Statements for the year ended 31st March, 2019.		
2.	Approval to re-appoint Mr. Dilip Kumar Choudhary, Director, who retires by rotation.		
3.	Approval of Mr. Ram Kumar Dalmia as a Director and Whole Time Director of the Company		
4.	Approval of Re-appointment of Mr. Himangshu Mondal as an Independent Director		

Signed this day of 2019

Signature of the Shareholder(s) Signature of Proxy (s).....

Affix
Revenue
Stamp

Note: The form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

J R D FINANCE LIMITED

Reg.Off. : 1/1A, Biplabi Anukul Chandra Street, 5th Floor, Room No. 5G, Kolkata – 700 072
Tel: +91 33 4006 6062; Email Id: fin.jrd@gmail.com; Website: www.jrdfinance.com
CIN: L65999WB1993PLC058107

(ANNEXURE TO THE NOTICE FOR THE 26TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON THURSDAY, THE 26TH DAY OF SEPTEMBER, 2019 AT 1.00 P.M)

Name & Registered Address
of Sole/First named Member :

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to 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 E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the 26th Annual General Meeting (AGM) to be held at 1/1A, Biplabi Anukul Chandra Street, 5th Floor, Room No. 5G, Kolkata – 700 072 on Thursday, the 26th September, 2019 at 1.00 P.M. and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVS (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
190823023		

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

Remote e-Voting Start On	Remote e-Voting End On
23rd September, 2019 at 9:00 A.M.	25th September, 2019 at 5:00 P.M.

Please read the instructions mentioned in the Notice of the AGM before exercising your vote.

By Order of the Board
For **J R D Finance Limited**

Pritha Sinha Pandey
Company Secretary & Compliance Officer

Place: Kolkata
Date : 10/08/2019