

J R D FINANCE LIMITED

Regd. 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

Date: 03.09.2018

To,
Head - Listing & Compliance,
Metropolitan Stock Exchange of India Limited (MSEI)
Vibgyor Towers, 4th floor,
Plot No C 62, G - Block,
Opp. Trident Hotel,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 098

Symbol: MSEI- JFL

Sub.: Submission of Notice of 25th Annual General Meeting (AGM)

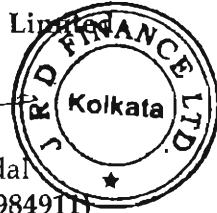
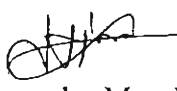
Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of notice dated on 11th August, 2018 convening the 25th Annual General Meeting (AGM) of the Company to be held at its Registered Office at 1/1A, Biplabi Anukul Chandra Street, 5th Floor, Room No. 5G, Kolkata - 700 072 on Thursday, the 27th September, 2018 at 10:30 A.M.

You are requested to take the same on your record.

Yours faithfully,

For J R D Finance Limited



Himangshu Mondal
Director (DIN-06984911)

Encl.: As above

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NOTICE is hereby given that the 25th 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 27th day of September, 2018 at 10.30 A.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, 2018 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. **To consider and approve re-classification of Promoters 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 provisions of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) (hereinafter referred to as “Listing Regulations”) or any other applicable Laws and Regulations and subject to necessary approvals from the stock exchange or any other appropriate statutory authorities as may be necessary, the approval of the members be and is hereby accorded to reclassify the following persons, whose total holding is 15,270 equity shares aggregating to 0.635% of the paid up capital of the Company, from “Promoter Category” shareholders to “Public Category” shareholders:

Sr. No.	Name of the persons /entities	No. of equity share held	% of shareholding
1.	Rajesh Kumar Sultania	140	0.006
2.	Ramniranjan Sharma	130	0.005
3.	Jitendra Kumar Lohia	2500	0.104
4.	Jiwan Kumar Jitendra Kumar (HUF)	2500	0.104
5.	Jitendra Kumar Lohia (HUF)	2500	0.104
6.	Karuna Lohia	2500	0.104
7.	Apama Lohia	5000	0.208
Total		15,270	0.635

RESOLVED FURTHER THAT it is hereby confirmed that:-

- i. The aforesaid persons do not hold more than 10% of paid-up equity share capital of the Company;
- ii. That the aforesaid persons have not and will not continue to exercise direct or indirect control over the Company;
- iii. That no persons as aforesaid have been or would be appointed as director /key managerial personnel of the Company; and
- iv. That no special right were even held and would not be even held by the aforesaid persons through formal or informal arrangements.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company”.

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4. To Increase the Borrowing Limits of the Board:

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

“RESOLVED THAT pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors (herein after referred to as the ‘Board’ which expression shall include a Committee of Directors duly authorized in this behalf) to borrow any sum or sums of money (including non-fund based facilities) not exceeding in the aggregate amount of Rs. 50.00 Crores (Rupees Fifty Crores only) from time to time at their discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board of Directors be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

5. To Mortgage / create charge on the assets of the Company:

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

“RESOLVED THAT pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, the movable and / or immovable assets and properties of the Company, wherever situated, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial / investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s) to secure the loans, borrowings, debentures, hire purchase and / or working capital facilities and other credit facilities.”

“RESOLVED FURTHER THAT the Board of Directors or such Committee or person/(s) as may be authorized by the Board be and is hereby authorized to finalize the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such of immovable and / or movable properties of the Company on such terms and conditions and at such time(s) / tranche(s) as may be decided by the Board of Directors in consultation with the lenders and for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this resolution.”

6. To Increase the Authorised Capital of the Company:

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

“RESOLVED THAT in accordance with the provisions of Section 13 and 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder, the Authorised Share Capital of the Company be and is hereby increased from Rs. 3,00,00,000/- (Rupees Three Crores Only) divided into 30,00,000 (Thirty Lacs) Equity Shares of Rs. 10/- each to Rs. 23,50,00,000/- (Rupees Twenty Three Crores Fifty Lacs Only) divided into 35,00,000 (Thirty Five Lacs) Equity Shares of Rs. 10/- and 20,00,000 (Twenty Lacs) 5% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each by creation of additional 5,00,000 (Five Lacs) Equity Shares of Rs. 10/- each and 20,00,000 (Twenty Lacs) 5% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each and in consequence thereof the existing Clause V of the Memorandum of Association of the Company relating to share capital be substituted by the following clause:

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- V. The Authorised Share Capital of the Company is Rs. 23,50,00,000/- (Rupees Twenty Three Crores Fifty Lacs Only) divided into 35,00,000 (Thirty Five Lacs) Equity Shares of Rs. 10/- each and 20,00,000 (Twenty Lacs) 5% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each with power to increase and decrease the capital for the time being into several classes and to attach there to respectively such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to modify or abrogate any such rights privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles of the Company for the time being.”

7. To consider and approve Issue of Convertible Warrants on Preferential Basis

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 62 (1) (c) read with Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as “the Act”) and in accordance with and subject to the relevant provisions of the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of Chapter VII – “Preferential issue” of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, [hereinafter referred to as “SEBI (ICDR) Regulations”] (including any statutory modification(s) or re-enactment(s) thereof from time to time) and in accordance with all other applicable regulations, guidelines and clarifications thereon issued by The Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”), Government of India or any other statutory /regulatory authorities and subject to all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions, the consent of the Company be and is hereby accorded to the Board (which term shall deem to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more its power, including the powers conferred hereunder) to create, offer, issue and allot, on preferential basis, in one or more tranches, upto 6,50,000 (Six Lakhs Fifty Thousands) Convertible Warrants (“Warrants”) on preferential basis to following person(s)/entities (hereinafter referred to as the “Proposed Allottee /Warrant holder”), whether they are Shareholders of the Company or not, with a right to Warrant holder to apply for and get allotted one equity share of face value of Rs. 10/- (rupees ten only) each for each Warrant at an issue price of Rs. 25/- (Rupees Twenty Only) per share including premium, or such higher price as may be determined in accordance with Chapter VII of SEBI (ICDR) Regulations or other applicable provisions, aggregating up to Rs. 1,62,50,000/- (Rupees One Crore Sixty Two Lakhs Fifty Thousands Only), in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit:

Sl. No.	Name of the Proposed Allottee(s)	Category	PAN	No. of Warrants
1.	Rupam Banerji	Non-Promoter	AESPB4313F	6,50,000

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottee and the Equity Shares resulting from the exercise of the entitlement of the said Warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- i) The “Relevant Date” is Tuesday, 28th August, 2018 being the date 30 days prior to the date of general meeting for approval of the present preferential issue of Warrants in terms of Regulation 71 of the SEBI (ICDR) Regulations;
- ii) The Warrants may be exercised by the Warrant Holder at any time before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants (“Tenor”);
- iii) In the event the Warrant Holder does not exercise the Warrants within 18 (Eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse automatically and the amount paid on such Warrants shall stand forfeited by the Company;
- iv) The Warrant Holder shall be entitled to exercise the option of converting any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder;

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- v) The Warrants and the Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company;
- vi) A Warrant subscription price equivalent to 25% of the issue price of the Warrant will be payable at the time of subscription to the Warrants, as prescribed by Regulation 77 of the ICDR Regulations. A Warrant exercise price equivalent to the 75% of the issue price of the Warrants will be payable by the Warrant Holder at the time of exercising the Warrant;
- vii) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof;
- viii) In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant Holder: (a) receives such number of Equity Shares that Warrant holder would have been entitled to receive; and (b) pays such consideration for such Equity Shares to the Company which Warrant Holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring;
- ix) The issue price of the said Warrants will be Rs. 25/- (Rupees Twenty Five only) per warrant. The Company shall recompute the price of the Warrants issued on conversion of Warrants in terms of the provisions of SEBI ICDR Regulations, where it is required to do so and the differential price, if any, shall be required to be paid by such Warrant Holder to the Company in accordance with the provisions of SEBI ICDR Regulations;
- x) The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under Chapter VII of SEBI ICDR Regulations relating to preferential issues; and
- xi) The Warrants by itself, until exercise of conversion option and Equity Shares allotted, does not give to the Warrant Holder thereof any rights with respect to that of a shareholder(s) of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares in one or more tranches as may be required to be issued and allotted upon exercise of option by the Warrant Holder and the Equity Shares issued on conversion of said Warrants shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects including dividend with the existing fully paid up Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide and approve other terms and conditions of the issue of the Warrants and/or equity shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept the terms, conditions, modifications and stipulations as the GOI, RBI, SEBI or Stock Exchange or any other regulatory authority may stipulate while granting approval to the Company for issue of the Warrants and/or equity shares as aforesaid.

RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the equity shares allotted upon conversion of Warrants on Stock Exchanges, where the Company's shares are listed, as per the terms and conditions of the Listing Agreement, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the issue, allotment of the Warrants and/or equity shares and utilisation of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit."

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8. To consider and approve the Issue of Non-Cumulative Non-Convertible Redeemable Preference Shares on Preferential Basis:

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 Sections 42, 55, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the enabling provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such approvals, permissions and/or sanctions as may be required from any appropriate authority and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall include any Committee thereof for the time being exercising the powers conferred by the Board), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot 20,00,000 (Twenty Lacs) 5% Non-Cumulative Non-Convertible Redeemable Preference Shares (NCNCRPS) of Rs. 100/- each for cash at par, in one or more tranches aggregate amount of Rs. 20,00,00,000/- (Rupees Twenty Crores only) on a private placement basis to following persons on such terms and conditions as the Board may think fit:

Sl. No.	Name of the Proposed Allottee(s)	PAN	No. of Preference Shares
1.	M/s. Galaxy Infraprojects & Developers Private Limited	AACCG7477N	8,00,000
2.	M/s. Silicon First Realtors Private Limited	AAMCS4236M	8,00,000
3.	M/s. Mathew Easow Research Securities Limited	AACCM0435A	4,00,000
	Total		20,00,000

“**RESOLVED FURTHER THAT** 20,00,000 (Twenty Lakhs) 5% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each shall be subject to the following conditions:

1. NCNCRPS Shall carry a preferential right, vis-à-vis Equity Shares of the Company, with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
2. The Shareholders of NCNCRPS shall not be entitled to participate in the surplus fund;
3. The Shareholders of NCNCRPS shall, in the event of winding-up or repayment of capital, carry a preferential right to repayment of capital with the dividend, if any, due and payable thereon, over the Equity share capital of the company; but shall not be entitled to participate in the surplus assets and profits remaining after repayment of the entire capital upon winding-up (that is, surplus non-participating);
4. The Shareholders of NCNCRPS shall be entitled to payment of dividend at the rate of 5% per annum on the paid-up value of the shares, on non-cumulative basis, with a preferential right to payment of dividend over Equity shares of the company;
5. The NCNCRPS shall not be convertible into Equity shares of the company (non-convertible);
6. The voting rights of the persons/entities holding the NCNCRPS shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act, 2013; and
7. The NCNCRPS shall be redeemed (a) at par in accordance with section 55 of the Companies Act, 2013 read with Rules made thereunder and (b) at the option of the Company within a period of 20 years from the date of its issue.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things to carry out or accept all such conditions, modifications and alterations as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of the above said Preference Shares and further to finalise and execute all documents and writings as may be necessary, desirable or expedient without being required to seek any further consent or approval of the Company in this regard.”

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“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its power herein conferred by the above resolutions to any Director or to any committee of the Directors or any other officers of the Company to effect to the aforesaid Resolution.”

By order of the Board

For J R D FINANCE LTD.

Mangshu Mondal
Director (DIN - 06984911)

Registered Office:

1/1A, Biplabi Anukul Chandra Street,

5th Floor, Room No. 5G

Kolkata – 700 072

Date: 11th August, 2018

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 21st September, 2018 to 27th September, 2018 (both days inclusive).
6. Members are requested to notify immediately any change of address & e-mail id to the Company and in case their shares are held in dematerialized form the information should be passed on to their Depository Participant (DPs) without any delay.
7. Shareholders are requested to bring the attendance slip along with copy of Annual Report at the Annual General Meeting.
8. The Members holding shares in dematerialized form are requested to update with their respective Depository Participants, their bank account details (account number, 9 digit MICR code and 11 digit IFSC), e-mail IDs and mobile number. Members holding shares in physical form may communicate details to the Company / Registrar and Share Transfer Agents viz. S.K Infosolutions Pvt. Ltd., 34/1A, Sudhir Chatterjee Street, Kolkata – 700 006 by quoting the Folio No. and attaching a photocopy of the cancelled cheque leaf of their bank account and a self attested copy of their PAN card. Those shareholders who has already updated/provided the above said details need not require sending the same again.
9. Please note that as per the notification of SEBI, the Company's shares are under the compulsory Demat trading. The Shareholders who are still holding shares in physical form are requested to take immediate steps to Demat their shares to avail easy liquidity, since trading of shares of the Company are under compulsory Demat Mode as per the regulation of SEBI and also to prevent any loss of physical Share Certificate. You are therefore, requested to Demat your Shareholding to avoid any inconvenience in future.

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10. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 submission of a copy of PAN card of the transferor and transferee is mandatory for transfer of shares held in physical form.
11. The Financial Statements of the Company for the financial year ended 31st March 2018 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.

12. 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 25th 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 24th September, 2018 at (9.00 A.M) and ends on 26th September, 2018 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 20th September, 2018, 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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).

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

- 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> 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.
13. Institutional Members/Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at fin.jrd@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 26th September, 2018, upto 5 p.m. without which the vote shall not be treated as valid.
14. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th September, 2018. A person who is not a member as on cut-off date should treat this notice for information purpose only.
15. The notice of the AGM will be sent to the members, whose names appear in the register of members/ beneficiary owners as at closing hours of business on 24th August, 2018.

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CIN : L65999WB1993PLC058107

16. The shareholders shall have one vote per equity share held by them as on the cut-off date of 20th September, 2018. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
17. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
18. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company/Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
19. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 20th September, 2018 are requested to send the written / email communication to the Company at fin.jrd@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
20. Mr. Anand Khandelia, Company Secretary (CP No. 5841) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
21. The Results declared along with the Scrutinizer's Report shall be placed on the Company website www.jrdfinance.com and on the website of CDSL. The same will be communicated to the Metropolitan Stock Exchange of India Limited (MSEI).
22. Details of Directors seeking appointment/re-appointment in the Annual General Meeting:

Name of the Director	Mr. Dilip Kumar Choudhary (DIN: 00080390)
Date of Birth	4 th June, 1975
Date of Appointment	27 th May, 2017
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

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CIN : L65999WB1993PLC058107

ANNEXURE TO NOTICE

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

Item No. 3:

The Company had received letters from the following persons falling under the category of Promoters/Promoter Group of the Company requesting to be reclassified them from the category of “Promoters/Promoter Group” to “Public category”:

Sr. No.	Name of the persons /entities	No. of equity share held	% of shareholding
1.	Rajesh Kumar Sultania	140	0.006
2.	Ramniranjana Sharma	130	0.005
3.	Jitendra Kumar Lohia	2500	0.104
4.	Jiwan Kumar Jitendra Kumar (HUF)	2500	0.104
5.	Jitendra Kumar Lohia (HUF)	2500	0.104
6.	Karuna Lohia	2500	0.104
7.	Aparna Lohia	5000	0.208
Total		15,270	0.635

The aforesaid persons together are holding very insignificant number of shares i.e. 15,270 equity shares which constitutes 0.635% of the total paid up equity capital of the Company. The aforesaid persons do not exercise any control over the Company and is not engaged in the management of the Company. The aforesaid persons neither have representation on the Board of Directors of the company nor hold any Key Management Personnel position in the Company. The Company has also not entered into any Shareholders Agreement with them. Further none of aforesaid persons has got any veto Rights or Special Rights as to voting power or control of the Company. They do not even have any Special Information Rights. The aforesaid persons have requested to the Company to reclassify them from being a “Promoter Shareholder” to “Public Shareholder” of the Company.

Based on the letters received from aforesaid, the matter was discussed by the Board of Directors of the Company at their meeting held on 28th May, 2018 and Board decided to get the above persons re-classified from the category of “promoter shareholders” to “public shareholders” category subject to the approval of stock exchange and/or any other.

Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulations”) is the main Regulation which deals with reclassification of promoter shareholders category into public shareholders category. It inter alia provides that the stock exchange shall allow reclassification of the status of the promoter shareholders only upon receipt of a request from the Concerned listed entity or the concerned shareholders along with all relevant evidence and on being satisfied with the compliance of conditions mentioned in this regulation.

The Board of Director have accorded its consent to the re-classification of the above mentioned Outgoing Promoters of the Company from the category of “Promoter and Promoter Group” to the “Public” category, subject to such approvals as may be required, including the approval of Members of the Company and the requisite regulatory authorities. Accordingly, the consent of the members is sought for passing a Resolution in General Meeting.

The Company would make necessary applications to the Metropolitan Stock Exchange of India Limited and any other relevant authority, wherever required, to obtain their approval for re-classification of the aforementioned persons/ Promoters.

Upon the receipt of requisite approvals, the aforesaid persons shall not be considered as promoters for the purpose of Regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution as set out at Item No. 3 of the Notice.

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CIN : L65999WB1993PLC058107

Item No. 4:

Pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Board of Directors shall not except with the approval of the company in general meeting by passing special resolution, borrow money, where the money to be borrowed, together with the money already borrowed by the company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) will exceed aggregate of its paid up share capital and free reserves (that is to say reserves not set apart for any specific purpose). Your Board of Directors is of the opinion that for any future business expansion or diversification which may be carried out by the Company, the Company requires infusion of additional funds. Hence, the requirement for mobilization of the funds has been substantially increased. Therefore, it is considered desirable to increase the Board's borrowing powers up to the limit of Rs. 50.00 Crores which is over and above the paid-up share capital and free reserves of the Company.

Your Directors recommend the passing of the Resolution in Item No. 4 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 in this Resolution except that the Directors of the Company may be deemed to be concerned or interested in the resolution to the extent of the shareholding of the companies of which they are Directors or members with or without any beneficial interest.

Item No. 5:

The Company may borrow monies by way of loans and/or advances from Financial Institutions/ Banks/ Insurance Companies, persons and other Corporate Bodies apart from working capital facilities from banks in ordinary course of business. This in turn would necessitate further creation of securities by suitable mortgages and / or charges on all or some of the immovable and movable properties of the Company, both present and future, in favour of the lenders / trustees. To create mortgage and/or charge of the Company as stated in the notice, approval of the Members is required to be obtained pursuant to Section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors of the Company in this regard. Hence the resolution is placed before the Members for their approval.

Your Directors recommend the passing of the Resolution in Item No. 5 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 in this Resolution except that the Directors of the Company may be deemed to be concerned or interested in the resolution to the extent of the shareholding of the companies of which they are Directors or members with or without any beneficial interest.

Item No. 6:

The Present Authorized Share Capital of the Company is Rs. 3,00,00,000/- (Rupees Three Crores Only) divided into 30,00,000 (Thirty Lacs) Equity Shares of Rs. 10/- each. Further the Company is considering to raise funds through issue of securities. Considering all the facts as specified above and to enable any further capital infusion in the future, the Company intends to increase the Authorized Share Capital of the Company as set out in the resolution under Item No.6 of the Notice. Therefore the Board of Directors of the Company has proposed to increase the authorized capital from Rs. 3,00,00,000/- (Rupees Three Crores Only) divided into 30,00,000 (Thirty Lacs) Equity Shares of Rs. 10/- each to Rs. 23,50,00,000/- (Rupees Twenty Three Crores Fifty Lacs Only) divided into 35,00,000 (Thirty Five Lacs) Equity Shares of Rs. 10/- each and 20,00,000 (Twenty Lacs) 5% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each by creation of additional 5,00,000 (Five Lacs) Equity Shares of Rs. 10/- each and 20,00,000 (Twenty Lacs) 5% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each .

In accordance with the provisions of Section 13 and 61 and other applicable provisions if any, of the Companies Act, 2013 pursuant to the increase of Authorised Share Capital of the Company, alteration in Clause V of the Memorandum of Association of the Company is required the approval of Shareholders in General Meeting. The Board of Directors recommends the resolutions set out at Item No. 6 for approval of the shareholders as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this Special Resolution.

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CIN : L65999WB1993PLC058107

Item No. 7:

The Company is in requirement to augment funds to meet its growth objectives, to strengthen the financial position and also to meet adequate working capital requirements of the Company and to augment long term resources for financing, inter alia, for the strategic expansion, acquisition, investment and for other corporate purposes. Hence, the Board at its meeting held on 11th August, 2018 decided to raise funds through issue of Convertible Warrants on preferential basis. Your Board proposes to issue up to 6,50,000 (Six Lacs Fifty Thousand) Convertible Warrants (“Warrants”), on preferential basis, with an option/entitlement of conversion into/exchange with the equity shares of the Company in one or more tranches within a period of 18 months from the date of issue/allotment of Warrants. These Warrants are proposed to be issued to the Person whether they are Shareholders of the Company or not, on the terms and conditions as detailed in the Special Resolution set out at Item No. 7 of the notice. The proposal is subject to the approval of the Members of the Company and other statutory approvals, if any. Since your Company is a listed company, the proposed issue is in terms of the provisions of Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

In terms of the provisions of Section 62(1) (c) read with Section 42 of the Companies Act, 2013 and Rules made thereunder (the “Act”), and Chapter VII of the SEBI (ICDR) Regulations, as amended, a company can undertake preferential allotment only after obtaining prior approval of the shareholders by way of special resolution on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations.

The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations in relation to the aforesaid Special Resolution are given as under:

1. Objects of the Preferential Issue:

The Company is in requirement to augment funds to meet its growth objectives, to strengthen the financial position and also to meet adequate working capital requirements of the Company and to augment long term resources for financing, inter alia, for the strategic expansion, acquisition, investment and for other corporate purposes

2. The total number of securities to be issued:

The Board intends to offer, issue and allot up to 6,50,000 (Six Lacs Fifty Thousand) Warrants on preferential basis in accordance with SEBI (ICDR) Regulations and other applicable laws.

3. The price at which the allotment is proposed:

The issue price of the said Warrants will be Rs. 25/- (Rupees Twenty Five only) per warrant or the price determined in accordance with the SEBI (ICDR) Regulations and applicable law, whichever is higher.

4. Basis on which price has been arrived at along with report of the registered valuer:

The Warrants will be issued in accordance with the price determined in terms of Regulation 76A of the SEBI (ICDR) Regulations since the shares of the company are not frequently traded. The Company has obtained a valuation report from G S Pandey & Co., Chartered Accountants. A copy of the valuation report issued by G S Pandey & Co., (Firm Registration No. 322858E) shall be available for inspection at the registered office of the Company on all working days from 11.00A.M to 2.00 P.M till the conclusion of this meeting.

Your Board proposed to issue and allot up to 6,50,000 Convertible Warrants for cash at a price of Rs. 25/- (Rupees Twenty Five only) each on preferential basis being a price higher than the price determined as per Regulation 76A of Chapter VII of the SEBI (ICDR) Regulations, 2009.

5. The proposal / intention of the Promoters, Directors or Key Managerial Personnels to subscribe to the Offer:

None of the promoters, directors or key management personnel of the Company intends to apply / subscribe to the present issue of Warrants.

6. Relevant date:

The “Relevant Date” is Tuesday, 28th August, 2018 being the date 30 days prior to the date of general meeting for approval of the present preferential issue of Convertible Warrants in terms of Regulation 71 of the SEBI (ICDR) Regulations.

7. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottee i.e., Mrs. Rupam Banerji, being an individual and not forming part of the promoters and/or promoter group of the company.

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Tel: +91 33 4006 6062; Email Id: fin.jrd@gmail.com; Website: www.jrdfinance.com
CIN : L65999WB1993PLC058107

8. Shareholding Pattern before and after the Preferential Issue:

Si. No.	Category of Shareholders	Pre issue Shareholding		Post Issue Shareholding (Assuming full conversion of Convertible Warrants)**	
		No. of Shares	%	No. of Shares	%
A.	Promoters Holding:				
1.	Indian	-	-	-	-
	Individual	15270	0.64	15270	0.50
	Bodies Corporate	-	-	-	-
	Sub Total (A1)	15270	0.64	15270	0.50
2.	Foreign Promoters	-	-	-	-
	Sub Total (A2)	-	-	-	-
	Sub Total A [(A1) +(A2)]	15270	0.64	15270	0.50
B.	Non Promoters Holding:				
1.	Institutional Investors:	-	-	-	-
	Mutual Funds /UTI	-	-	-	-
	Financial Institutions / Banks	-	-	-	-
	Central Government / State Government(s)	-	-	-	-
	Venture Capital Funds	-	-	-	-
	Insurance Companies	-	-	-	-
	Foreign Institutional Investors	-	-	-	-
	Foreign Venture Capital Investors	-	-	-	-
	Qualified Foreign Investor	-	-	-	-
	Sub Total (B1)	-	-	-	-
2.	Non Institution:				
	Bodies Corporate	2008830	83.70	2008830	65.86
	Indian Public	375900	15.66	1025900	33.64
	Others (including NRIs)	-	-	-	-
	Sub Total (B 2)*	2384730	99.36	3034730	99.50
	Sub Total B [(B1) + (B2)]*	2384730*	99.36	3034730	99.50
	Grand Total(A+B)*	2400000	100	3050000	100

*Include 329700 partly paid up equity shares of the company.

**the figures in the post-issue shareholding are on the assumption that all the Convertible Warrants will be subscribed, pursuant to the shareholders resolution and all said Convertible Warrants will be exercised/ converted into equity shares. However, if any Convertible Warrants are not issued /allotted and the Convertible Warrants are not exercised, the figures will change accordingly.

9. Proposed time frame within which the issue shall be completed:

The allotment of Convertible Warrants shall be completed within a period of 15 days from the date of passing of the Resolution by the Shareholders provided where the allotment is pending on account of any approval from any Regulatory Authority/Body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

10. Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by him/her:

Sl. No.	Name of the Proposed Allottee(s)	Ultimate Beneficial owners	Category	Pre-issue holding		No. of Convertible Warrants allotted*	Post-issue holding**	
				No. of Shares	%		No. of Shares	%
1.	Rupam Banerji	NA	Non-Promoter	--	0.00%	6,50,000	6,50,000	21.31
				--	0.00%	6,50,000	6,50,000	21.31

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CIN : L65999WB1993PLC058107

**Include 329700 partly paid up equity shares of the company.*

***the figures in the post-issue shareholding are on the assumption that all the Convertible Warrants will be subscribed, pursuant to the shareholders resolution and all said Convertible Warrants will be exercised/ converted into equity shares. However, if any Convertible Warrants are not issued /allotted and the Convertible Warrants are not exercised, the figures will change accordingly.*

11. Change in control consequent to the preferential issue:

There will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

12. The Company hereby undertakes that:

- It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required.
- If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above Convertible Warrants/shares shall continue to be locked-in till the time such amount is paid by the allottee.

13. Auditors' Certificate:

The Company has obtained certificate from the Statutory Auditors certifying that the above preferential issue is being made in accordance with the applicable provisions of the SEBI ICDR Regulations and the same will be available for inspection by the Members at the Registered Office of the Company.

14. Lock-in Period:

The securities allotted to Proposed Allottee shall be locked in as per Regulation 78 and other applicable provisions of SEBI (ICDR) Regulations.

15. Others:

Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the financial year.

The Board of Directors believe that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the resolutions set out at Item No. 7 for approval of the shareholders as Special Resolutions.

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

Item No. 8

To meet its growth objectives, to strengthen the financial position and also to meet adequate working requirements of the Company, it is in requirement to generate medium/long term resources. At the Meeting of the Board of Directors of the Company ("Board") held on 11.08.2018, the Directors had, pursuant to the provisions of Sections 42, 55 and 62 of the Companies Act, 2013 ("Act") and the Rules framed there under, approved of an issue and offer not exceeding 20,00,000 Non-Cumulative Non-Convertible Redeemable Preference Shares ("NCNCRPS") of Rs. 100/- each for an aggregate amount not exceeding Rs. 20.00 Crores, for cash at par, in one or more tranches to following persons/entities, on such terms and conditions as may be determined by the Board.

Sl. No.	Name of the Proposed Allottee(s)	PAN	No. of Preference Shares
1.	M/s. Galaxy Infraprojects & Developers Private Limited	AACCG7477N	8,00,000
2.	M/s. Silicon First Realtors Private Limited	AAMCS4236M	8,00,000
3.	M/s. Mathew Easow Research Securities Limited	AACCM0435A	4,00,000
	Total		20,00,000

Section 62 of the Act read with the Companies (Share Capital and Debentures) Rules, 2014, inter alia, provides that whenever it is proposed to increase the subscribed capital of a company by issue of further shares, such shares may be offered to any persons, whether or not those persons are holders of the equity shares of the company, if so authorized by way of a Special Resolution.

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CIN : L65999WB1993PLC058107

Furthermore, as per Section 42 of the Act read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company offering or making an invitation to subscribe to securities, including Redeemable Preference Shares on a private placement basis, is required to obtain prior approval of the Members by way of a Special Resolution, for each of the offer and invitation.

The approval of the Members is accordingly being sought by way of Special Resolutions under Sections 42, 55 and 62 of the Act read with the Rules framed there under, for the issue and offer of NCNCRPS by way of Offer amounting to Rs. 20.00 Crores and to allot the NCNCRPS, on a private placement basis, in one or more tranches, on the terms and conditions set out hereunder.

Given below are the terms of issue of the NCNCRPS and a Statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 applicable for Offer:

S. No.	Particulars	Terms
A	The size of the Issue	Rs. 20.00 Crores (Rupees Twenty Crores)
	Number of NCNCRPS	20,00,000 NCNCRPS of Rs.100/- each
	Nominal value of each Share	Rs.100/- Per NCNCRPS
	Offer/Issue price	Face value of Rs. 100/- per NCNCRPS
B	Nature of instrument	Non-Cumulative, Non-Convertible, Non-Participating, Redeemable
C	Object of issue	To meet its growth objectives, to strengthen the financial position and also to meet adequate working requirements of the Company, it is in requirement to generate medium/long term resources.
D	Manner of issue of shares	NCNCRPS will be offered and issued on a preferential basis through Private Placement offer in accordance with Section 42, 55 and 62 of the Act and the Rules made there under to the above mentioned persons/entities.
E	Price at which shares are proposed to be issued	Face value of Rs. 100/- per NCNCRPS
F	Basis on which Price has been arrived at	5% Non-cumulative Non-Convertible Redeemable Preference Shares shall be issued at its face value i.e. Rs. 100/- each.
G	Terms of Issue	The NCNCRPS shall carry coupon rate of 5% per annum on non-cumulative basis and the NCNCRPS shall be issued in dematerialized form and the Equity Shares arising on conversion shall be issued in dematerialized form.
H	Voting Rights	The voting rights of the persons/entities holding the NCNCRPS shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act, 2013.
I	Terms of Redemption and Payment of Redemption Premium	The NCNCRPS Shall be redeemed at the option of the Company within a period of 20 years from the date of its issue and the said shares shall be redeemed at par.
J	Manner and Mode of Redemption	NCNCRPS shall be redeemed upon the completion of Twenty (20) years from the date on which they are issued. The said preference shares will be redeemed at face value in accordance with provisions of section 55 of the Companies Act, 2013 read with Rules made thereunder or any amendment thereto
K	Expected dilution of Equity upon conversion	Not Applicable
L	Listing	NCNCRPS shall not be listed in any recognized stock exchange.

Shareholding Pattern of the Company as on 30th June, 2018:

Equity Shares:

S. No.	Category of Shareholders	No. of Equity Shares held	% of total paid-up capital
A.	Promoters Holding:		
	Individual	15,270	0.64
	Bodies Corporate	--	--
	Sub Total (A)	15,270	0.64
B.	Non Promoters Holding:		

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

1.	Institutional Investors:	--	--
2.	Non Institution:		
	Bodies Corporate	20,08,830	83.70
	Indian Public	3,75,900	15.66
	Others (including NRIs)	--	--
	Sub Total B	23,84,730	99.36
	Grand Total(A+B)	24,00,000	100

Your Directors, recommend the resolution proposed at Item No. 8 for the approval of Shareholders by way of special resolution.

The Directors or Key Managerial Personnel or their relatives are not directly or indirectly concerned or interested in the proposed resolutions, except to the extent of their shareholding in the Company.

By order of the Board
J R D FINANCE LTD.



Himangshu Mondal
Director (DIN - 06984911)

Registered Office:

1/1A, Biplabi Anukul Chandra Street,

5th Floor, Room No. 5G

Kolkata - 700 072

Date: 11th August, 2018

J R D FINANCE LIMITED

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ATTENDANCE SLIP
 (25TH ANNUAL GENERAL MEETING ON THURSDAY, 27TH SEPTEMBER, 2018 AT 10.30 A.M)

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

I/We hereby record my/our presence at the 25th Annual General Meeting of the Company held on Thursday, 27th September, 2018 at 10.30 A.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 :

- Name:
 Address:
 E-mail ID: Signature:or failing him/her,
- Name:
 Address:
 E-mail ID: Signature:or failing him/her,
- 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 25th Annual General Meeting of the Company, to be held on the 27th Day of September, 2018 at 10.30 a.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, 2018.		
2.	Approval to re-appoint Mr. Dilip Kumar Choudhary, Director, who retires by rotation.		
3.	Approval the re-classification of the Promoters of the Company.		
4.	To Increase the borrowing limits upto Rs. 50.00 crores under Section 180(1)(c) of the Companies Act, 2013.		
5.	To mortgage / create charge on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013.		
6.	Approval to Increase the Authorised Share Capital of the Company from Rs. 3,00,00,000/- to Rs. 23,50,00,000/-		
7.	Approval to issue 6,50,000 Convertible Warrants on preferential basis.		
8.	Approval the Issue 20,00,000 5% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/-each on Preferential Basis.		

Signed this day of 2018

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



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.