

# J R D FINANCE LIMITED

Reg.Off. : 1/1A, Biplabi Anukul Chandra Street, 5<sup>th</sup> 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 24<sup>th</sup> Annual General Meeting of the Members of the **J R D Finance Limited** will be held at 1/A Biplabi Anukul Chandra Street, 5<sup>th</sup> Floor, Room No. 5G, Kolkata – 700 072 on Thursday, the 14<sup>th</sup> day of September, 2017 at 11.30 A.M. to transact the following business:

## **AS ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2017 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pradeep Kumar Drolia (DIN - 00291966), who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify appointment of M/s. Bhandari B.C & Co., Chartered Accountants, as the Statutory Auditors and fix their remuneration and for the purpose to consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Sections 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), and pursuant to the resolution passed by the members at the 23<sup>rd</sup> Annual General Meeting, the appointment of M/s. Bhandari B.C & Co., Chartered Accountants, FRN-311082E, as the Statutory Auditor of the Company, to hold office until the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company, be and is hereby ratified and confirm their appointment as the Statutory Auditor of the Company for the financial year ending on 31<sup>st</sup> March, 2018 on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

## **AS SPECIAL BUSINESS:**

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

“**RESOLVED THAT**, pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 (‘the Act’) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (‘the Rules’), including any statutory modification(s) or any amendment or any substitution or any re-enactment thereof for the time being in force, Mr. Dilip Kumar Choudhary (DIN:00080390), who was appointed as an Additional Director in the category of Independent Director by the Board with effect from 27<sup>th</sup> May, 2017 and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of Companies Act, 2013, be and is hereby appointed as a Director in Non-Independent category of the Company, whose period of office shall be liable to retire by rotation.”

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

Sd/-  
Himangshu Mondal  
Director (DIN - 06984911)

### **Registered Office:**

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5<sup>th</sup> Floor, Room No. 5G  
Kolkata – 700 072

Date: 10<sup>th</sup> day of August, 2017

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## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxies in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the commencement of the Meeting.  
  
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer books of the Company shall remain closed from 8<sup>th</sup> September, 2017 to 14<sup>th</sup> September, 2017 (both days inclusive).
5. Members are requested to notify immediately any change of address & e-mail id to the Company and in case their shares are held in dematerialized form the information should be passed on to their Depository Participant (DPs) without any delay.
6. Shareholders are requested to bring the attendance slip along with copy of Annual Report at the Annual General Meeting.
7. Please note that as per the notification of SEBI, the Company's shares are under the compulsory Demat trading. The Shareholders who are still holding shares in physical form are requested to take immediate steps to Demat their shares to avail easy liquidity, since trading of shares of the Company are under compulsory Demat Mode as per the regulation of SEBI and also to prevent any loss of physical Share Certificate. You are therefore, requested to Demat your Shareholding to avoid any inconvenience in future.
8. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 submission of a copy of PAN card of the transferor and transferee is mandatory for transfer of shares held in physical form.
9. A copy of Balance Sheet as on 31<sup>st</sup> March, 2017, Statement of Profit and Loss for the year ended on that date, the Auditors' Report, the Directors' Report and all other documents required by law to be annexed or attached to the Balance Sheet shall be available for inspection at the Registered Office of the Company on all working days during business hours between 11.00 a.m. and 2.00 p.m. for a period of 21 days before the date of Annual General Meeting.
10. Explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of special business for Item No. 4 of the notice is annexed hereto.

## **11. Voting Through Electronic Means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 24<sup>th</sup> 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).

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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 11<sup>th</sup> September, 2017 at (9.00 A.M) and ends on 13<sup>th</sup> September, 2017 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 7<sup>th</sup> September, 2017, 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](http://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](http://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:

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

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- 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. Note for Institutional Shareholders and Custodians:
  - i. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - iii. After receiving the login details they have to create compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - iv. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533.
- xx. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
12. Institutional Members/Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [fin.jrd@gmail.com](mailto:fin.jrd@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 13<sup>th</sup> September, 2017, upto 5 p.m. without which the vote shall not be treated as valid.

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13. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 7<sup>th</sup> September, 2017. A person who is not a member as on cut-off date should treat this notice for information purpose only.
14. The notice of the AGM will be sent to the members, whose names appear in the register of members/beneficiary owners as at closing hours of business on 11<sup>th</sup> August, 2017.
15. The shareholders shall have one vote per equity share held by them as on the cut-off date of 7<sup>th</sup> September, 2017. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
16. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 7<sup>th</sup> September, 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
17. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company/Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
18. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 7<sup>th</sup> September, 2017 are requested to send the written / email communication to the Company at fin.jrd@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
19. Mr. Anand Khandelia, Company Secretary (CP No. 5841) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
20. The Results declared along with the Scrutinizer's Report shall be placed on the Company website www.jrdfinance.com and on the website of CDSL. The same will be communicated to the Metropolitan Stock Exchange of India Limited (MSEI).
21. Details of Directors seeking appointment/re-appointment in the Annual General Meeting:

Name of the Director	Mr. Pradeep Kumar Drolia (DIN : 00291966)	Mr. Dilip Kumar Choudhary (DIN: 00080390)
Date of Birth	18th December, 1955	4 <sup>th</sup> June, 1975
Date of Appointment	12th June, 2006	27 <sup>th</sup> May, 2017
Qualification	B.Com , Chartered Accountant	B.A.
Expertise in Specific Functional areas	He has an expertise in the financial sector.	He has an expertise of more than 12 years in the field of Accounts and Finance
Directorship held in listed Companies	Deepak Spinners Ltd. Indo-Eco (India) Ltd.	Nil
Committee Membership in other Listed Companies	Audit Committee	Nil
Shareholding in the Company	Nil	Nil

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

### ITEM – 4

The Board of Director of the Company at their meeting held on 27<sup>th</sup> May, 2017 appointed Mr. Dilip Kumar Choudhary (DIN: 00080390) as an Additional Director of the Company with effect from 27<sup>th</sup> May, 2017, pursuant to Section 161 of Companies Act, 2013.

Pursuant to the provision of Companies Act, 2013, Mr. Dilip Kumar Choudhary (DIN: 00080390) 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. Dilip Kumar Choudhary (DIN: 00080390) for the office of Director in Non-Independent Category and whose office will be liable to retire by rotation. A brief profile and other details of Mr. Dilip Kumar Choudhary (DIN: 00080390) are given in point no. 21 to this notice.

The Company has received the consent from Mr. Dilip Kumar Choudhary (DIN: 00080390) to act as the director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification Of Directors) Rules 2014, along with intimation in Form DIR 8 in terms of Companies (Appointment & Qualification Of Directors) Rules 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of Companies Act, 2013. He, along with his relatives does not hold any shares in the Company.

The Resolution seeks the approval of Company by way of ordinary resolution for the appointment of Mr. Dilip Kumar Choudhary (DIN: 00080390) as a Director in Non-Independent category of the Company .He will be liable to retire by rotation.

Except Mr. Dilip Kumar Choudhary, none of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the above referred resolution.

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

Sd/-  
Himangshu Mondal  
Director (DIN - 06984911)

### **Registered Office:**

1/1A, Biplabi Anukul Chandra Street,

5<sup>th</sup> Floor, Room No. 5G

Kolkata – 700 072

Date: 10<sup>th</sup> day of August, 2017