

JRD FINANCE LIMITED

(CIN : L65999WB1993PLC058107)

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

NOTICE

Notice is hereby given that an 1st **Extraordinary General Meeting (EGM)** of the Financial Year 2016-17 of the members of J R D Finance Limited will be held on **Tuesday, the 21st day of March, 2017 at 11.30 A.M.** at its registered office at **60A, Bondel Road, Ground Floor, Kolkata – 700 019**, to transact the following business:

SPECIAL BUSINESS:

ITEM: 1: Increase of Authorised Capital of the Company

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

“**RESOLVED THAT** in accordance with the provisions of Section 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. 2,25,00,000/- (Rupees Two Crores Twenty Five Lakhs Only) divided into 22,50,000 (Twenty Two Lakhs Fifty Thousands) Equity Shares of Rs. 10/- each to Rs. 3,00,00,000/- (Rupees Three Crores Only) divided into 30,00,000 (Thirty Lakhs) Equity Shares of Rs. 10/- each by creation of additional 7,50,000 (Seven Lakhs Fifty Thousands) Equity Shares of Rs. 10/- 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:

- V. The Authorised Share Capital of the Company is Rs. 3,00,00,000/- (Rupees Three Crores Only) divided into 30,00,000 (Thirty Lakhs) Equity Shares of Rs. 10/- 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.”

ITEM: 2: Issue of Convertible Warrants on Preferential Basis:

To consider and if thought fit to pass, with or without modification(s), the following resolution as **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 4,00,000 (Four Lakhs) Convertible Warrants, at a price of Rs. 20/- each (including a premium of Rs. 10/- each), to following persons/entities (hereinafter referred to as the “Proposed Allottee /Warrant holder”) whether they are Shareholders of the Company or not, at an exercise price of Rs.20/- per underlying equity share of the face value of Rs. 10/- each and at a premium of Rs. 10/- each or such higher issue price as may be determined as per Regulation 76 of Chapter VII of SEBI (ICDR) Regulations, 2009 or other applicable provisions, 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 Convertible Warrants
1.	M/s. Galaxy Stocks & Securities Limited	Non-Promoter	AACCG5564G	4,00,000
	Total			4,00,000

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

- a) The “Relevant Date” is Friday, 17th February, 2017 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.
- b) The issue price of the said Convertible Warrants will be Rs. 20/- (Rupees Twenty only) per warrant including premium of Rs.10/- per warrant or the minimum price determined in accordance with the SEBI (ICDR) Regulations and applicable law, whichever is higher.
- c) The warrant holder/s shall be entitled to convert the Convertible Warrants, at the option of the warrant holder(s), into equal number of Equity Shares of a face value of Rs.10/- each and at a premium of Rs.10/-each of the Company (hereinafter referred to as “Resultant Equity Share”), in one or more tranches, within a period of 18 (eighteen) months from the date of allotment of Convertible Warrants.
- d) An amount equivalent to at least 25% of the consideration shall be paid against each warrant on or before the date of such allotment of Convertible Warrants.
- e) The Warrant holder(s) shall have the option of applying for and being allotted equity shares of the Company of face value of Rs. 10/- each by paying the balance 75% of the consideration after adjusting the upfront payment made.
- f) In case the Warrant holder(s) do not apply for the conversion of the outstanding Convertible Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the said Convertible Warrants, then the consideration paid upon each of the said outstanding Convertible Warrants shall be forfeited and all the rights attached to the said Convertible Warrants shall lapse automatically.
- g) Allotment of the equity shares pursuant to conversion of Securities shall only be made in dematerialised form;
- h) The Equity shares issued and allotted on conversion thereof shall be subject to lock-in for such period as prescribed under the SEBI (ICDR) Regulations.
- i) The said Convertible Warrants by itself do not give to the convertible warrant holders any rights of the Shareholders or Debenture holders of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such equity shares as may be required to be issued and allotted upon conversion of the said Convertible Warrants and that equity shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects, including entitlement for dividend, with the existing 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 Convertible 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 Convertible 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 Convertible 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 Convertible 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.”

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

Himangshu Mondal
Director (DIN-06984911)

Registered Office:

60A, Bondel Road, Ground Floor,
Kolkata – 700 019

Place: Kolkata

Date: 20th February, 2017

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. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the businesses set out at Item Nos. 1 and 2 is annexed hereto.
4. Members/ Proxies are requested to bring the attendance slip duly filled in, for attending the EGM.
5. 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.
6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. The Notice is being sent to all the Members, whose names appeared in the Register of Members of the Company as on the close of business hours on February 17, 2017.
8. 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 Shares to avoid any inconvenience in future.
9. As per the Articles of Association of the Company, no member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid in full.
10. All the documents referred to in the accompanying notice are available for inspection by the members at the Registered Office of the Company on all working days (except Saturdays and Sundays), between 2:00 p.m. to 5:00 p.m. up to and including the date of the Extraordinary General Meeting of the Company.

11. In accordance with the provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 & Regulation 44 of the SEBI (LODR) Regulations, 2015, the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means (“Remote E-Voting”) to its members. The company has engaged the services of Central Depository Services Limited (“CDSL”) to provide remote e-voting facilities and enabling the members to cast their vote in a secure manner.

I. The process and manner for remote e-voting are as under:

- i. The remote e-voting period commences on March 18, 2017 at (9.00 A.M) and ends on March 20, 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 March 14, 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 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 first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

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

- xi. Click on the EVSN for the relevant Company Name i.e. “J R D FINANCE LTD.” on which you choose to vote.
- xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for Institutional Shareholders and Custodians:
 - i. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - iii. After receiving the login details they have to create compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - iv. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - v. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- xx. Shareholders can also cast their vote using CDSL’s mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
9. 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 March 20, 2017, upto 5 p.m. without which the vote shall not be treated as valid.
10. 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 March 14, 2017. A person who is not a member as on cut-off date should treat this notice for information purpose only.
11. The notice of the EGM will be sent to the members, whose names appear in the register of members/ beneficiary owners as at closing hours of business on 17th February, 2017.
12. The shareholders shall have one vote per equity share held by them as on the cut-off date of March 14, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
13. 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 March 14, 2017 and not casting their vote electronically, may only cast their vote at the EGM.
14. Notice of the EGM 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.

15. 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. March 14, 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.
16. 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 EGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the EGM, 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.
17. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.jrdfinance.com and on the website of CDSL. The same will be communicated to the Metropolitan Stock Exchange of India (MSEI).

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 1:

The Present Authorized Share Capital of the Company is Rs. 2,25,00,000/- (Rupees Two Crores Twenty Five Lakhs Only) divided into 22,50,000 (Twenty Two Lakhs Fifty Thousand) Equity Shares of Rs. 10/- each. To enable the company to raise funds through issue of securities, the Board of Directors of the Company has proposed to increase the Authorised Share Capital of the Company from Rs. 2,25,00,000/- (Rupees Two Crores Twenty Five Lakhs Only) divided into 22,50,000 (Twenty Two Lakhs Fifty Thousand) Equity Shares of Rs. 10/- each to Rs. 3,00,00,000/- (Rupees Three Crores Only) divided into 30,00,000 (Thirty Lakhs) Equity Shares of Rs. 10/-, by creation of additional 7,50,000 (Seven Lakh Fifty Thousand) Equity Shares of Rs. 10/- each. The proposed alteration to the Capital Clause of Memorandum of Association of the Company is in consequence of increase in the Authorised Share Capital.

As per the Section 61 of the Companies Act, 2013, any increase in Authorised Share Capital and consequent amendment to the Memorandum of Association of the Company requires consent and approval of the Members of the Company.

The Board of Directors recommends the resolutions set out at Item No. 1 for approval of the shareholders as Ordinary Resolution.

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

Item No. 2:

The Company is in requirement to augment funds for the purpose of the working capital requirements and to augment long term resources for financing, inter alia, for the strategic business expansion and for general corporate purposes. Hence, the Board at its meeting held on 20th February, 2017 decided to raise funds through preferential issue of Convertible Warrants. Your Board proposes to issue upto 4,00,000 (Four Lakhs) Convertible 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 about 18 months from the date of issue/allotment of Convertible Warrants. These Convertible Warrants are proposed to be issued to the Person/Entity 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. 2 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:

As mentioned above, the objective of the issue of Convertible Warrants is to augment funds for the purpose of the working capital requirements and to augment long term resources for financing, inter alia, for the strategic business expansion and for general corporate purposes.

2. The total number of securities to be issued:

The Board intends to offer, issue and allot up to 4,00,000 (Four Lakhs) Convertible 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 Convertible Warrants will be Rs. 20/- (Rupees Twenty only) per warrant or the minimum 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 Convertible 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.

Your Board proposed to issue and allot up to 4,00,000 Convertible Warrants of Rs. 10/- each, for cash at a price of Rs. 20/- (Rupees Twenty) each (including premium of Rs. 10/- 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 Convertible Warrants.

6. Relevant date:

The "Relevant Date" is Friday, 17th February, 2017 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., M/s. Galaxy Stocks & Securities Limited, being a public body corporate and not forming part of the promoters and/or promoter group of the company.

8. Shareholding Pattern before and after the Preferential Issue:

S. 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	0.76	15270	0.64
	Bodies Corporate	-	-	-	-
	Sub Total (A1)	15270	0.76	15270	0.64
2.	Foreign Promoters	-	-	-	-
	Sub Total (A2)	-	-	-	-
	Sub Total A [(A1) +(A2)]	15270	0.76	15270	0.64
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	1608830	80.44	2008830	83.70
	Indian Public	375900	18.80	375900	15.66
	Others (including NRIs)	-	-	-	-
	Sub Total (B 2)	1984730	99.24	2384730	99.36
	Sub Total B [(B1) + (B2)]	1984730*	99.24	2384730*	99.36
	Grand Total(A+B)	2000000	100	2400000	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 natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottee, the percentage of post preferential issue capital that may be held by them:

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.	M/s. Galaxy Stocks & Securities Limited	Tapan Kumar Das	Non-Promoter	--	0.00%	4,00,000	4,00,000	16.67
	Total			--	0.00%	4,00,000	4,00,000	16.67

*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 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. 2 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.

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

Himangshu Mondal
Director (DIN-06984911)

Registered Office:

60A, Bondel Road, Ground Floor,

Kolkata – 700 019

Place: Kolkata

Date: The 20th day of February, 2017

JRD FINANCE LIMITED

(CIN : L65999WB1993PLC058107)

Reg.Off. : 60A, Bondel Road

Ground Floor

Kolkata – 700 019

Email Id: fin.jrd@gmail.com

ATTENDANCE SLIP

(1ST EXTRA-ORDINARY GENERAL MEETING OF 2016-17 ON TUESDAY, 21ST MARCH, 2017 AT 11.30 A.M)

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

I/We hereby record my/our presence at the 1st Extra-Ordinary General Meeting of 2016-17 of the Company held on Tuesday, 21st March, 2017 at 11.30 A.M. at 60A Bondel Road, Ground Floor, Kolkata – 700 019.

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**.....

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:

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

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

Remote e-Voting Start On	Remote e-Voting End On
18 th March, 2017 at 9:00 A.M.	20 th March, 2017 at 5:00 P.M.

Note: Please read the instructions mentioned in the Notice of the EGM before exercising your vote.

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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 : 60A, Bondel Road, Ground Floor, Kolkata – 700 019

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:
2. Address:
E-mail ID: Signature:or failing him/her,
3. Name:
4. Address:
E-mail ID: Signature:or failing him/her,
5. Name:
6. 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 1st Extra-Ordinary General Meeting of 2016-17 of the Company, to be held on Tuesday, the 21st day of March, 2017 at 11.30 a.m. at 60A, Bondel Road, Ground Floor, Kolkata – 700 019 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.	Resolution Proposed	For	Against
1.	Approval to increase the Authorised Share Capital of the Company from Rs 2,25,00,000/- to Rs. 3,00,00,000/-.		
2.	Approval to issue 4,00,000 Convertible Warrants on Preferential Basis.		

Signed this day of 2017

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.