

**NOTICE**

**NOTICE** is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of the **J R D Finance Limited** will be held at 1/1A Biplabi Anukul Chandra Street, 5<sup>th</sup> Floor, Room No. 5G, Kolkata – 700 072 on Saturday, the 30<sup>th</sup> day of August, 2025 at 11.00 A.M. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Ayeshi Chanak (DIN - 08656156), who retires by rotation and being eligible offers herself for re-appointment as a Director liable to retire by rotation and in this regard to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Ayeshi Chanak (DIN - 08656156), who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be re-appointed as a Director of the Company, liable to retire by rotation.”

**SPECIAL BUSINESSES:**

3. **To Designate Mr. Dilip Kumar Choudhary as whole time director of the Company and to fix remuneration payable to him:**

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 Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof) read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded for appointment and terms of remuneration of Mr. Dilip Kumar Choudhary (DIN: 00080390) as Whole-time Director of the Company for a period of Three (3) years commencing from June 1, 2025 to May, 31, 2028 as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of her appointment), with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Dilip Kumar Choudhary.

**RESOLVED FURTHER THAT** Mr. Dilip Kumar Choudhary (DIN: 00080390) will be a director liable to retire by rotation and his reappointment as such director shall not be deemed to constitute a break in his appointment as Whole-time Director.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

#### 4. Appointment of Secretarial Auditor

**To consider and if thought fit, pass, the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of Anand khandelia, Company Secretaries (**Peer Review No. 3985/2023**) as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing from financial year 2025-26 to 2029-30 at such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Secretarial Auditor.

**RESOLVED FURTHER THAT** the Board of Directors, in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed by the Board and the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

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

**Sd/-**  
Pritha Sinha Pandey  
**Company Secretary & Compliance Officer**

**Registered Office:**

1/1A, Biplabi Anukul Chandra Street,  
5<sup>th</sup> Floor, Room No. 5G  
Kolkata - 700 072  
Date: 5<sup>th</sup> August, 2025

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS UP TO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT 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 PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY, DULY FILLED, STAMPED AND SIGNED, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING. IN THIS NOTICE, THE TERMS MEMBER(S) OR SHAREHOLDER(S) ARE USED INTERCHANGEABLY.
2. The Explanatory Statements and reasons for the proposed Special Resolutions pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) form part of the Explanatory Statement forming part of this Notice.
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 Monday, 25<sup>th</sup> August, 2025 to Saturday, 30<sup>th</sup> August, 2025 (both days inclusive).
5. Members/proxies/authorized representatives are requested to bring the duly filled attendance slip to attend the Annual General Meeting along with their copy of Annual Report.
6. 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.
7. Members who are holding shares in the demat form are requested to bring their Depository ID Number and Client ID Number to facilitate easier identification for attendance at the meeting.
8. In line with the MCA Circulars the Notice calling the AGM along with Annual Report 2024-25 is being sent only through electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice of AGM along with Annual Report has also been uploaded on the website of the Company at [www.jrdfinance.com](http://www.jrdfinance.com), website of Metropolitan Stock Exchange of India Limited at [www.msei.in](http://www.msei.in). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM) at [www.evotingindia.com](http://www.evotingindia.com). Members (Physical / Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting to our Registrar and Share Transfer Agent i.e. M/s. S.K Infosolutions Pvt. Ltd. (RTA) at [compliance@skcinfo.com](mailto:compliance@skcinfo.com) or to the Company at [fin.jrd@gmail.com](mailto:fin.jrd@gmail.com).
9. Members can avail themselves, the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail themselves of this facility may send their nominations in the prescribed Form No. SH- 13 duly filled in to the Company's RTA. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their respective Depository Participant(s) in case the shares are held in electronic form and to the Company's RTA in case the shares are held in physical form.

11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, on the website of the Company’s RTA at <https://skinfo.in/notice.php>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
12. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or S.K Infosolutions Pvt. Ltd. for assistance in this regard.
13. Members desirous of asking any questions at the Annual General Meeting and desiring any information as regards the Accounts are requested to write to the Company at least ten days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank particulars by every participant in the securities market. Shareholders holding shares in electronic form are therefore requested to submit their PAN and Bank details to their Depository Participant and shareholders holding shares in physical form are requested to submit their PAN and Bank details to the Company’s Registrar and Share Transfer Agents, S.K Infosolutions Pvt. Ltd., D/42, Katju Nagar Colony, ground floor, near South City Mall, Kolkata – 700032. Those shareholders who has already updated/provided the above said details need not require sending the same again.
15. The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from 1<sup>st</sup> January 2022, any service requests or complaints received from the members will not be processed by RTA till the aforesaid details / documents are provided to RTA. On or after 1<sup>st</sup> April 2023, in case any of the above cited details / documents are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://www.jrdfinance.com>.
16. Pursuant to section 72 of the Act read with SEBI circular dated 16<sup>th</sup> March 2023, members holding shares in physical form are advised to update their nomination details in the prescribed Form SH-13 or SH-14 or Form ISR-3 (Declaration for opting-out of Nomination). The forms can be downloaded from the website of the Company at <https://www.jrdfinance.com/kyc-update.html>. In respect of shares held in electronic/demat form, the members may contact their respective DP.
17. The Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2025 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, except Saturday, during business hours between 11.00 a.m. and 1.00 p.m. up to the date of ensuing date of Annual General Meeting.
18. **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 32<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL)

for facilitating voting through electronic means, as the authorized e-Voting’s agency. 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.

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

- i. The remote e voting period begins on Wednesday, 27<sup>th</sup> August, 2025 at 9.00 a.m. and ends on Friday, 29<sup>th</sup> August, 2025 at 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday, 23<sup>rd</sup> August, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- v. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also</li> </ol>

	<p>links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022-4886 7000 and 022-2499 7000

Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>➤ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- i. After entering these details appropriately, click on “SUBMIT” tab.
- ii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- iii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- iv. on the EVSN for the relevant J R D FINANCE LIMITED on which you choose to vote.
- v. 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.
- vi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- vii. 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.
- viii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- ix. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- x. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xi. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - b) 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).
  - c) After receiving the login details a Compliance User 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.
  - d) The list of accounts linked in the login 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.
  - e) 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.
  - f) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [akkhandelia@rediffmail.com](mailto:akkhandelia@rediffmail.com) and [fin.jrd@gmail.com](mailto:fin.jrd@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders-please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to **Company email id i.e. fin.jrd@gmail.com /RTA email id i.e. contact@skcinfo.com.**
2. For Demat shareholders: Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

19. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Saturday, 23<sup>rd</sup> August, 2025.
20. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Saturday, 23<sup>rd</sup> August, 2025, may obtain the login Id and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
21. The Company has appointed Mr. Anand Khandelia, Company Secretaries, (Membership No. 5803; CP No: 5841), to act as the Scrutinizer for conducting the remote e-voting process as well as the voting at the AGM, in a fair and transparent manner.
22. The Chairman shall, at the 32<sup>nd</sup> Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
23. The Scrutinizer shall, after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
24. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.jrdfinance.com](http://www.jrdfinance.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Metropolitan Stock exchange of India Limited, Mumbai, where the shares of the Company are listed.
25. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 and Documents pertaining to the items referred to in the Notice will be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting and also at the meeting, will be available for inspection.

26. Details of Directors seeking appointment/re-appointment at the Annual General Meeting as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

<b>Name of the Director &amp; DIN</b>	<b>Ms. Aayeshi Chanak (DIN-08656156)</b>
Date of Birth	24th May, 1989
Date of first Appointment	3rd January, 2020
Qualification	Secondary School
Expertise in Specific Functional areas	She has an expertise of more than 9 years in the field of general administration.
Directorship held in listed Companies	Nil
Committee Membership in other Listed Companies	Nil
Shareholding in the Company	Nil
Relationship with other directors and KMP of the Company	None

<b>Name of the Director &amp; DIN</b>	<b>Mr. Dilip Kumar Choudhary (DIN-0080390)</b>
Date of Birth	04/06/1975
Qualification	B.A
Expertise in Specific Functional areas	He has over 13 years of experience in the fields of Accounts and financial matters. Further he is also act as a director of the Company since 27 <sup>th</sup> May, 2017.
Shareholding in the Company	Nil
Directorship held in other listed Companies	Nil
Committee Membership in other Listed Companies	Nil
Relationship with other directors and KMP of the Company	None

By order of the Board

For J R D FINANCE LTD.

Sd/-

Pritha Sinha Pandey  
Company Secretary & Compliance Officer

**Registered Office:**

1/1A, Biplabi Anukul Chandra Street,

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

Kolkata - 700 072

Date: 5<sup>th</sup> August, 2025

**ANNEXURE TO NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013****Item No. 3:**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on May 29, 2025, approved the appointment Mr. Dilip Kumar Choudhary (DIN: 00080390) as the Whole-time Director of the Company for a period of three years, commencing from June, 1, 2025 to May 31, 2028, subject to the approval of the Members of the Company.

Upon his appointment, Dilip Kumar Choudhary would be considered as a Key Managerial Personnel (“KMP”) pursuant to Section 203 of the Act and will be liable to retire by rotation pursuant to Section 152 of the Act and his reappointment as such director shall not be deemed to constitute a break in his appointment as Whole-time Director.

Dilip Kumar Choudhary has confirmed that he is not disqualified from being appointed as Director in terms of the provisions of Section 164(1) and (2) of the Act. Dilip Kumar Choudhary has provided his consent for such appointment and has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority, pursuant to circulars issued by the Metropolitan Stock Exchange of India Limited, pertaining to the enforcement of SEBI orders regarding the appointment of Directors by the listed companies.

Relevant details of his appointment is given in Point No. 26 of the notes to this Notice. The main terms and conditions of the appointment of Mr. Dilip Kumar Choudhary are given below:

- A. Tenure of Appointment:** The appointment as a Whole-time Director is for a period of three (3) years commencing from June 1, 2025 to May 31, 2028.
- B. Nature of Duties:** Mr. Dilip Kumar Choudhary shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board of Directors of the Company from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
- C. Remuneration:** Rs. 27,000/- per month with effect from 01.06.2025 including all allowances, perquisites and benefits.

Notwithstanding anything herein contained, where in any financial year during the period of his office as Whole Time Director, if the Company has no profits or its profits are inadequate, the Company may, without further approval of members of the Company, but with such other approvals, sanctions or permissions, if any, required for such, pay him remuneration by way of salary, allowances, perquisites not exceeding Rs. 27,000/- per month or the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Dilip Kumar Choudhary.

**D. Other terms of Appointment**

The other terms and conditions of appointment shall inter alia, include the following:

- (i) The terms and conditions of the appointment of Mr. Dilip Kumar Choudhary may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Dilip Kumar Choudhary, subject to such approvals as may be required.
- (ii) The appointment may be terminated by either party by giving to the other party one month notice of such termination or the Company except any personal reasons of Mr. Dilip Kumar Choudhary.

- (iii) All Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to Dilip Kumar Choudhary, unless specifically provided otherwise.
- (iv) The terms and conditions of appointment of Dilip Kumar Choudhary also include clauses pertaining to adherence with the Code of Conduct and maintenance of confidentiality of the Company.
- (v) If at any time, Dilip Kumar Choudhary ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Whole-time Director of the Company. In case of termination for any reason whatsoever, Dilip Kumar Choudhary will cease to be the Director of the Company.

Notwithstanding the above, the Board, may at its absolute discretion decide to continue him as a Director or an employee of the Company.

Other information in terms of Companies Act, 2013 read with regulation made thereunder.

**I. General Information:**

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

Particulars	Rs. In Lakhs		
	F.Y. 2022-23	F.Y. 2023-24	F.Y. 2024-25
Total Revenue	310.31	306.23	325.01
Profit/(Loss) before Tax	7.77	8.66	12.18
Profit/(Loss) after Tax	3.74	6.54	9.09

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

**II. Information about the Appointee:**

- (1) Background details: Mr. Dilip Kumar Choudhary is associated with the company since 27.05.2017 and based on the recommendation of the nomination and remuneration committee, the Board of Directors in their meeting held on 29<sup>th</sup> May, 2025, has decided to appoint him as the Whole Time Director of the Company
- (2) Past Remuneration: NIL
- (3) Recognition or Award: NIL
- (4) Job Profile and his suitability: He is a graduate and has extensive knowledge in the field of Accounts and financial matters. His dynamism and the business acumen will be of great asset to the Company
- (5) Remuneration Proposed: Rs. 27,000/- per month with effect from 01.06.2025
- (6) Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person: Not Applicable
- (7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: There is no pecuniary relationship with the Company. Further he does not hold any shares of the Company.

**III. Other Information:**

- (1) Reasons of inadequate profits: Due to the incremental of the operating expenses, the Company had inadequate profit.
- (2) Steps taken or proposed to be taken for improvement: The Company has undertaken stringent cost actions and continues to curtail both employee and non-employee costs. Also, management continues to explore avenues to increase revenues through investment in its capabilities.

- (3) Expected increase in productivity and profits: The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the Company will improve further in near future.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Act, as amended from time to time, the terms of appointment and remuneration of Mr. Dilip Kumar Choudhary as specified above are now being placed before the Members for their approval as a Special Resolution.

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

The Board recommends the Special Resolution as set out in Item No. 3 of this Notice for approval of the Members.

Except Mr. Dilip Kumar Choudhary and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the Resolution as set out in Item No. 3 of this Notice

**Item No. 4:**

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, ("the Act") and Regulation 24A of the SEBI Listing Regulations, Anand Khandelia, Company Secretaries (**Peer Review No. 3985/2023**) has served as Secretarial Auditors of the Company for the financial year 2024-25

Pursuant to the amended provisions of Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024, the Company is now required to appoint the Secretarial Auditor for a period of 5 consecutive years with the approval of the Members at its Annual General Meeting ("AGM") and such Secretarial Auditor(s) must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified under the SEBI Listing Regulations. Further, as per the said Regulation, any association of the individual or the firm as the Secretarial Auditor(s) of the Company before March 31, 2025 shall not be considered for the purpose of calculating the tenure of the Secretarial Auditor(s).

Anand Khandelia, Company Secretaries, is a Peer Reviewed Proprietorship Firm, having Peer Review No. 3985/2023, led by CS Anand Khandelia (Membership No. FCS-5803 and CoP. No. 5841). CS Anand Khandelia is a fellow member of the Institute of Company Secretaries of India with more than 20 years of post-qualification experience in areas of Corporate Laws, Secretarial, Accounts, Audit, Taxation and Finance. They offer a wide range of Corporate Law and Secretarial services to their diverse client base, including Secretarial Audits of some of the reputed corporates in India.

Anand Khandelia, meet all the eligibility and independence criteria, to act as the Secretarial Auditors of the Company and have given their consent to act as the Secretarial Auditors of the Company for a period of 5 consecutive years commencing from financial year 2025-26, if appointed.

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of Anand Khandelia as Secretarial Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this AGM till the conclusion of 37<sup>th</sup> AGM of the Company due to be held in the Year 2030, covering the financial year ending on March 31, 2026 till financial year ending March 31, 2030, subject to the approval of the members of the Company.

Mr. Anand Khnadelia have given his consent to act as Secretarial Auditor of the Company for consecutive term of five years. The consent letter of Anand Khandelia will be available for inspection of Members at the Registered Office of the Company on all working days, except Saturdays, from 11:00 a.m. to 1:00 p.m. up to the date of the AGM and also at the AGM.

The Board Recommends the Resolution set out at Item No. 4 for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in this resolution.

By order of the Board

For J R D FINANCE LTD.

Sd/-

Pritha Sinha Pandey

Company Secretary & Compliance Officer

**Registered Office:**

1/1A, Biplabi Anukul Chandra Street,

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

Kolkata - 700 072

Date: 5<sup>th</sup> August, 2025

