



J. J. FINANCE CORPORATION LIMITED

Regd. Off.: 3C, Park Plaza, 71, Park Street, 3rd Floor, South Block, Kolkata – 700016
Tel. No.: 033-22296000, Fax No.: 033-22291089
E-mail: jjfc@jjauto.org, website: www.jjfc.co.in
CIN: L65921WB1982PLC035092

NOTICE OF THE MEETING

Notice is hereby given that the 34th Annual General Meeting (AGM) of members of J. J. Finance Corporation Limited will be held on Friday, the 15th day of September, 2017 at 03:00 P.M. at 3C, Park Plaza, 71, Park Street, Kolkata - 700016 to transact the following business :

ORDINARY BUSINESS

Item No. 1 - Adoption of Audited Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2017 including Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2 - Appointment of Director

To appoint a Director in place of Mr. Anil Jhunjhunwala [DIN:00128717] who retires by rotation and, being eligible, offers himself for re-appointment.

Item No. 3 - Appointment of Statutory Auditors and fixing their remuneration

To consider and if thought fit, pass with or without modification(s), the following Resolution as an Ordinary Resolution: -

"**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s A K Dubey & Co, Chartered Accountants (Firm Registration No.: 329518E), Kolkata be and are hereby appointed as Statutory Auditors of the Company, in place of the retiring auditor M/s. Chaturvedi & Partners, Chartered Accountants (Firm Registration No.: 307068E), whose tenure expires at the conclusion of 34th Annual General Meeting, to hold office as the Statutory Auditors, for their first term of five years, from the conclusion of 34th Annual General Meeting to the conclusion of the 39th Annual General Meeting of the Company, subject to ratification by the members at every Annual General Meeting held after the 34th Annual General Meeting, on such remuneration and other applicable taxes as may be fixed in this behalf by the Board of Directors, based on the recommendation of the Audit Committee."

Registered Office :
3C, Park Plaza
71, Park Street, 3rd Floor
Kolkata - 700016
Date : 22.07.2017

By order of the Board
For J. J. Finance Corporation Limited
Anil Jhunjhunwala
Director
[DIN : 00128717]

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING, INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy for the AGM is enclosed.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percentage of the total share capital of the company carrying voting rights. A member holding more than ten percentage of the total share capital of the company carrying voting right may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
4. Members/ Proxies should bring the Attendance Slip duly filled, enclosed herewith to attend the meeting.
5. The register and share transfer books will remain closed from 09th September, 2017 to 15th September, 2017 (both days inclusive) for the year ended 31 March, 2017 and the AGM.
6. Members whose shareholding is in the electronic mode are requested to direct change of necessary details to their respective Depository Participant(s).



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7. Members holding shares in the physical form are requested to address all correspondences to the Registrar and Share Transfer Agents, Niche Technologies Pvt. Ltd., D - 511, Bagree Market, 71, B.R.B. Basu Road, Kolkata - 700 001.
8. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We therefore request you to register your e - mail ID with your Depository Participant(s) to enable us to send Annual Report and other correspondences via e - mail and hard copies will only be sent to the members who are not available on the e- mail. **Members can also refer their folio number / Client ID and send their contact information along with the e-mail ID to the company at jjfc@jjauto.org.**
9. Members may also note that the notice of the 34th Annual General Meeting and the Annual Report for 2017 will also be available on the Company's website www.jjfc.co.in for their download. Members are also entitled to receive the physical copies of aforesaid documents upon making a request for the same, free of cost. For any communication, the shareholders may also send request to the e-mail ID: jjfc@jjauto.org.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the company or the Registrar and Share Transfer Agents of the Company.
11. Disclosure pursuant to Regulation 36(3) and 26(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with respect to Directors seeking re-appointment at the Meeting is attached hereto.
12. In terms of the Listing Regulations, it is mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz., transfer of shares, deletion of name, transmission of shares and transposition of names.
13. As per the provisions of Section 72 of the Act, facility for making nominations is available to INDIVIDUALS holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the Company's Secretarial Department at its Registered Office or its RTA. Members holding shares in electronic form have to approach their DPs for completion of the nomination formalities.
14. The Annual Report of the Company for the year 2016-17, circulated to the Members of the Company, is available on the Company's website viz. <http://www.jjfc.co.in/financial.htm>
15. The route map of the venue of the Meeting is given in the Notice.
16. **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 SEBI (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 Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.
 - II. 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).
 - III. 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.
 - IV. The process and manner for remote e-voting are as under:
 - (i) The remote e-voting period commences on 12th September, 2017 (9:00 am) and ends on 14th September, 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 08th 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 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) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the 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	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.
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <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. J. Finance Corporation Limited** on which you choose to vote 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.



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- (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 & Custodians :
- 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.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a 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.
 - 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.
 - 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.
17. 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 jjfc@jjauto.org with a copy marked to sureliaramakant@yahoo.com and helpdesk.evoting@cdslindia.com on or before 14th September, 2017 up to 5:00 pm without which the vote shall not be treated as valid.
18. 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 08th September, 2017.
19. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 21st July, 2017.
20. The shareholders shall have one vote per equity share held by them as on the cut-off date of 08th September, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
21. 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 08th September, 2017, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
22. Notice of the Annual General Meeting 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.
23. 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. 08th September, 2017 are requested to send the written / email communication to the Company at jjfc@jjauto.org by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.



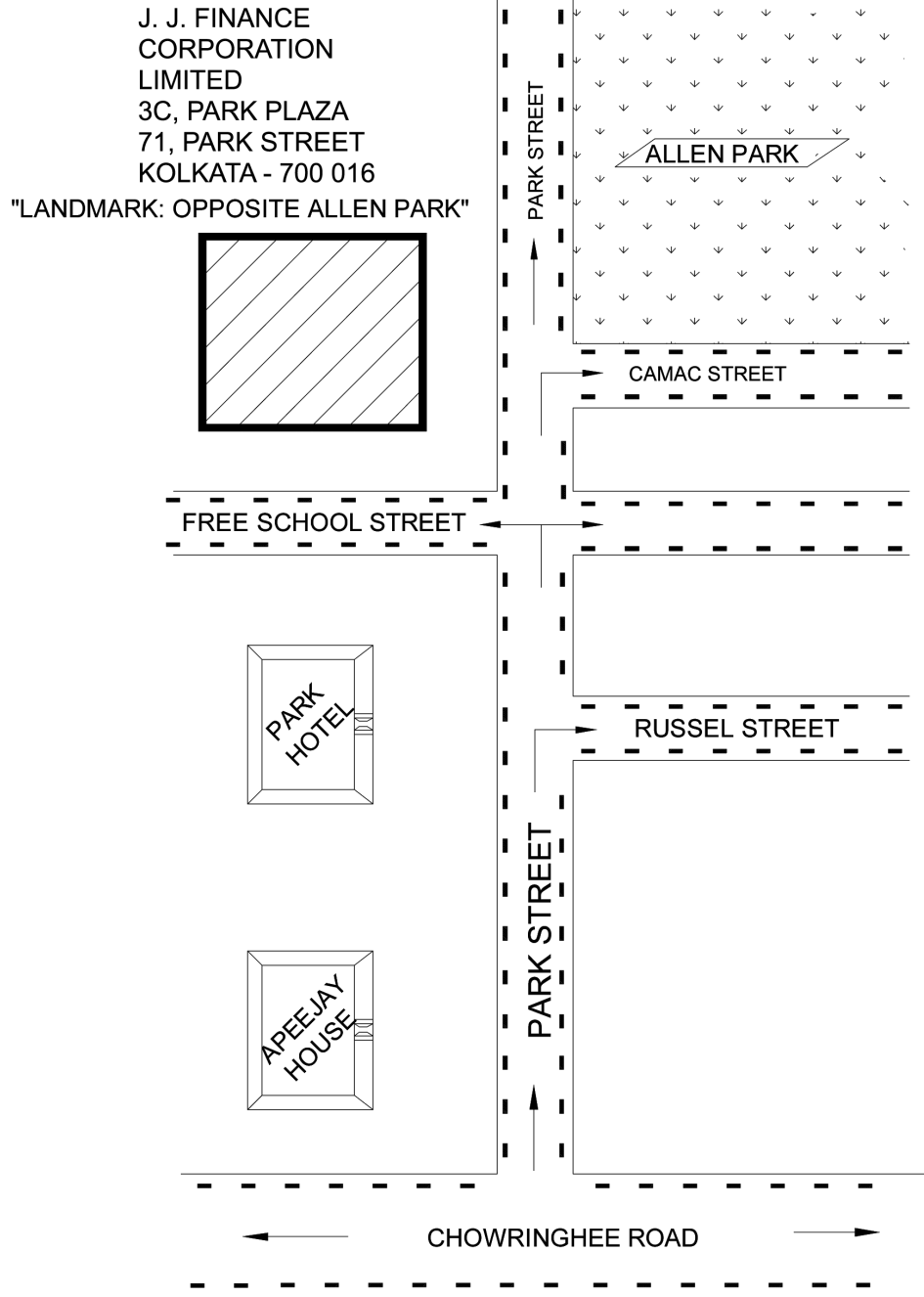
24. **Ramakant Surelia (Sharma), Practicing Advocate (Membership No. F/567/1998)**, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated 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.
25. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.jjfc.co.in and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. Bombay Stock Exchange Ltd and Calcutta Stock Exchange Ltd.
26. As required by Regulations 36(3) and 26(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Director whose re-appointment is proposed for consideration of the members are given below:
- Name :** Mr. Anil Jhunjhunwala
Age : 58 years
Qualifications : Chartered Accountant
Expertise : Mr. Anil Jhunjhunwala, aged 58 years, is a Non - Executive Director of the Company, having immense industry experience in this Sector. He has excellent grasp and thorough knowledge and expertise of not only NBFC business but also corporate management. Owing to his knowledge of various aspects relating to the Company's affairs and business experience, the Board of Directors were of the considered opinion that the services of Mr. Anil Jhunjhunwala should be available, as a Non - Executive Director of the Company. Accordingly, the Board recommends his re-appointment.
Names of listed entities in which he holds directorship and membership of Committees of the Board : Mr. Anil Jhunjhunwala hold Directorship of other listed entities also. He is a Chairman of Stakeholders Relationship Committee and also a Member of Audit Committee.
No. of shares held in the Company : 1,80,594 Equity shares
Terms of appointment / re-appointment : Liable to retire by rotation.
Date of first appointment as Director in the Company : 17th July, 1982.
Directors' inter-se relationship : None of the Directors of the Company is related to Mr. Anil Jhunjhunwala. The sitting fees received, if any and the details of number of Board meetings attended are shown in MGT - 9. No remuneration is proposed to be paid.

Registered Office :
3C, Park Plaza
71, Park Street, 3rd Floor
Kolkata - 700016
Date : 22.07.2017

By order of the Board
For J. J. Finance Corporation Limited
Anil Jhunjhunwala
Director
[DIN : 00128717]



ROUTE MAP TO THE AGM VENUE





J. J. FINANCE CORPORATION LIMITED

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CIN: L65921WB1982PLC035092

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)
(Annual General Meeting - 15th September, 2017)

I/We hereby record my/our presence at the **Annual General Meeting of J. J. Finance Corporation Limited** held on Friday, 15th September, 2017 at 03:00 PM at 3C, Park Plaza, 71, Park Street, Kolkata - 700016.

Full Name of the member (in BLOCK LETTERS) : _____

Folio No. _____, DP ID No. _____, Client ID No. _____

Full Name of Proxy (in BLOCK LETTERS) : _____

Member/ Proxy(s) Signature : _____

(Please cut here and bring the Attendance Slip duly Signed, to the meeting and hand it over the entrance. Duplicate slips will not be issued at the venue of the meeting.)



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PROXY FORM

(34th Annual General Meeting - 15th September, 2017)

FORM NO. MGT - 11

[Pursuant to Section 105(6) of the Companies Act, 2013 of the Companies (Management and Administration) Rules, 2014]

CIN : L65921WB1982PLC035092
Name of the Company : J. J. FINANCE CORPORATION LIMITED
Registered Office : 3C, Park Plaza, 71, Park Street, 3rd Floor, South Block, Kolkata - 700016
Name of the Members :
Registered Address :
E - Mail ID :
Folio No./ Client No. :
DP ID :

I/We, being the member(s), of shares of the above company, hereby appoint.

- (1) Name Address
E-mail id Signature or failing him
- (2) Name Address
E-mail id Signature or failing him
- (3) Name Address
E-mail id Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Friday, 15th day of September, 2017 at 03:00 PM at 3C, Park Plaza, 71, Park Street, Kolkata 700016 and at any adjournment thereof in respect of such resolution(s) as are indicated below :

Resolution No.	Resolutions	Optional	
		For	Against
	Ordinary Business :		
1.	To consider and adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors.		
2.	To re-appoint Mr. Anil Jhunjunwala who retires by rotation.		
3.	To appoint M/s. A K Dubey & Co, Chartered Accountants, Kolkata, as Statutory Auditors and fixing their remuneration.		

Signed this day of 2017

Signature of Shareholder(s)

Signature of Proxy(s)

Affix
Revenue
Stamp

Notes : This 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.

