



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: jjfin1982@gmail.com
CIN: L65921WB1982PLC035092

NOTICE OF THE MEETING

Notice is hereby given that the 31st Annual General Meeting (AGM) of members of J J Finance Corporation Limited will be held on Tuesday, the 26th day of August, 2014 at 05:30 P.M. at 3C, Park Plaza, 71, Park Street, Kolkata - 700016 to transact the following business:

ORDINARY BUSINESS

Item No. 1 - Adoption of Financial Statements

To receive, consider and adopt the financial statements of the company for the year ended 31st March, 2014, including the audited Balance Sheet as at March 31st, 2014, the statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.

Item No. 2 - Appointment of Director

To appoint a director in place of Mr. Shyam Bagaria, who retires by rotation and, being eligible, seeks re-appointment.

Item No. 3 - Appointment of Director

To appoint a director in place of Mr. S.P. Mukherjee, who retires by rotation and does not seek re-appointment.

Item No. 4 - Appointment of Auditors and fix their remuneration

To re-appoint auditors of the company to hold office from the conclusion of this AGM until the conclusion of the third consecutive AGM and to fix their remuneration and to pass the following resolution thereof:

"RESOLVED THAT, pursuant to the provisions of section 139, of the Companies Act, 2013 and the rules made there under, M/s. Chaturvedi & Partners, Chartered Accountants (FRN: 307068E), be and are hereby re-appointed as the auditors of the company, to hold office from the conclusion of this AGM to the conclusion of third consecutive AGM after this AGM (subject to ratification of the appointment by the members at every AGM held after this AGM), and that the Board of Directors be and is hereby authorized to fix the remuneration as may be determined in consultation with the Auditors of the company."

SPECIAL BUSINESS

Item No. 5 - Appointment of Mr. Brajesh Kumar Dhandhanian as an Independent Director

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

"RESOLVED THAT pursuant to section 149, 152 and other applicable provisions of the companies Act, 2013 and the rules made there under, Mr. Brajesh Kumar Dhandhanian be and is hereby appointed as an Independent Director of the company for a term not exceeding 5 years and which may be extended for another period of 5 years, not liable to retire by rotation."

Item No. 6 - Appointment of Mr. Vijay Burman as an Independent Director

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

"RESOLVED THAT pursuant to section 149, 152 and other applicable provisions of the companies Act, 2013 and the rules made there under, Mr. Vijay Burman be and is hereby appointed as an Independent Director of the company for a term not exceeding 5 years and which may be extended for another period of 5 years, not liable to retire by rotation."



Item No. 7 - Appointment of Mrs. Hilla Bhatena as a Women Director in the company pursuant to the rules of the Companies Act, 2013

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

"RESOLVED THAT pursuant to section 149, 152 and other applicable provisions of the companies Act, 2013 and the rules made there under, Mrs. Hilla Bhatena be and is hereby appointed as the women Director of the company."

Registered Office:
3C, Park Plaza
71, Park Street, 3rd Floor
Kolkata - 700016
Date: 02.07.2014

by order of the Board
for J J Finance Corporation Limited

Anil Jhunjunwala
Director

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 20th August, 2014 to 26th August, 2014 (both days inclusive) for the year ended 31 March, 2014 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).
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 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 jjfin1982@gmail.com.***
9. 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.



10. Voting through Electronic means :

- I. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)
- II. Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:

III. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 22.08.2014 (09:30 AM) and ends on 22.08.2014 (05:30 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (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, select the "J J FINANCE CORPORATION LTD" from the drop down menu and click on "SUBMIT"
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user 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 enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr / Mrs / Smt / Miss / Ms / M/s etc. <p>Example :</p> <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245</p> <p>(2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>
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>
Dividend Bank Details	<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 in the Dividend Bank Details field the Number of Shares Held by you as on Cut-Off Date (Record Date) of 18-July-2014.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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 also to be 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.



- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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 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.
 - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

11. Ramakant Surelia (Sharma), Practicing Advocate (Membership No. F/567/1998), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
12. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
13. 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 viz www.cdslindia.com within two days of the passing of the resolutions at the 31st Annual General Meeting on 26.08.2014 and communicated to the listed stock exchanges viz. BSE, CSE, DSE.
14. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 18-July-2014. Voting by show of hands are not allowed

Explanatory Statement Pursuant to Section 102 (1) of the Companies Act, 2013

Item No. 5

The company has received a notice in writing under the provisions of the Companies Act, 2013 from an applicant along with a deposit of Rs. 1,00,000/- proposing the candidature for the office of the Independent Director, to be appointed as such under the provisions of section 149 of the Companies Act, 2013.

The Company has received from Mr. Brajesh Kumar Dhandhanian (i) consent to act as a director in Form DIR - 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of section 149 of the Companies Act, 2013

The resolution seeks the approval of the members for the appointment of Mr. Brajesh Kumar Dhandhanian as the independent director of the company for a term of five years pursuant to section 149 of the companies act, 2013. He shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Brajesh Kumar Dhandhanian, the independent director proposed to be appointed, fulfils the conditions specified in the companies act, 2013 and he is independent of the management. He possesses appropriate



skills and knowledge of finance, operations and other disciplines related to the company's business. A copy of the draft letter for his appointment setting out the terms and conditions is available for inspection without any fee by the members at the registered office during normal business hours on working days up to the date of AGM.

None of the directors are concerned or interested in the resolution.

The Board recommends the resolution set forth in item no. 5 for the approval of the members.

Item No. 6

The company has received a notice in writing under the provisions of the Companies Act, 2013 from an applicant along with a deposit of Rs. 1,00,000/- proposing the candidature for the office of the Independent Director, to be appointed as such under the provisions of section 149 of the Companies Act, 2013.

The Company has received from Mr. Vijay Burman (i) consent to act as a director in Form DIR - 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) a declaration to the effect that he meets the criteria of independence as provided in sub section (6) of section 149 of the Companies Act, 2013

The resolution seeks the approval of the members for the appointment of Mr. Vijay Burman as the independent director of the company for a term of five years pursuant to section 149 of the Companies Act, 2013. He shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Vijay Burman, the independent director proposed to be appointed, fulfils the conditions specified in the companies act, 2013 and he is independent of the management. He also possesses appropriate skills and knowledge of finance, sales & marketing and other disciplines related to the company's business. A copy of the draft letter for his appointment setting out the terms and conditions is available for inspection without any fee by the members at the registered office during normal business hours on working days up to the date of AGM.

None of the directors are concerned or interested in the resolution.

The Board recommends the resolution set forth in item no. 6 for the approval of the members.

Item No. 7

The company has received a notice in writing under the provisions of the Companies Act, 2013 from an applicant along with a deposit of Rs. 1,00,000/- proposing the candidature for the office of the Women Director, to be appointed as such under the provisions of section 149 of the Companies Act, 2013.

The Company has received from Mrs. Hilla Bhatena (i) consent to act as a director in Form DIR - 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014.

In the opinion of the Board of Directors, Mrs. Hilla Bhatena, the women director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013. She possesses appropriate skills and experience in respect of management and administration.

None of the directors are concerned or interested in the resolution.

The Board recommends the resolution set forth in item no. 7 for the approval of the members.

Registered Office :
3C, Park Plaza
71, Park Street, 3rd Floor
Kolkata - 700016
Date : 02.07.2014

By order of the Board
for J J Finance Corporation Limited

Anil Jhunjunwala
Director

J J FINANCE CORPORATION LIMITED

CIN: L65921WB1982PLC035092

Registered Office : 3C, Park Plaza, 71, Park Street, 3rd Floor, South Block, Kolkata - 700016
Tel. No.: 033-22296000, Fax No.: 033-22291089, E-Mail: jjfin1982@gmail.com**ATTENDANCE SLIP****(To be handed over at the entrance of the meeting hall)**

I hereby record my presence at the Annual General Meeting of the Company held on Tuesday, 26th August, 2014 at 05:30 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: _____

ELECTRONIC VOTING PARTICULARS

EVSN	User ID	Password
140717013	Notes No. 10 - III in Notice	

J J FINANCE CORPORATION LIMITED

CIN: L65921WB1982PLC035092

Registered Office : 3C, Park Plaza, 71, Park Street, 3rd Floor, South Block, Kolkata - 700016
Tel. No.: 033-22296000, Fax No.: 033-22291089, E-Mail: jjfin1982@gmail.com**PROXY FORM**

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 or failing him

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the AGM of the Company, to be held on Tuesday of 26th August, 2014 at 05:30 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.	Ordinary Resolutions	Optional*	
		For	Against
1.	To consider and adoption of Audited Financial Statements, Report of the Board of Directors and Auditors.		
2.	For re - appointment of Mr. Shyam Bagaria who retires by rotation.		
3.	For appointment of Director in place of Mr. S.P. Mukherjee who retires by rotation.		
4.	For appointment of Auditors and to fix their remuneration.		
5.	For appointment of Mr. Brajesh Kumar Dhandhanian as Independent Director.		
6.	For appointment of Mr. Vijay Burman as Independent Director.		
7.	For appointment of Mrs. Hilla Bhathena as Women Director.		

Signed this day of 2014

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.

