

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 32nd Annual General Meeting (AGM) of members of J J Finance Corporation Limited will be held on Saturday, the 29th day of August, 2015 at 03:30 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, 2015, including the audited Balance Sheet as at March 31st, 2015, 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. Rajesh Poddar, who retires by rotation and, being eligible, seeks re-appointment.

Item No. 3 – Appointment of Auditors and fixing their remuneration

To consider and, if thought fit pass with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Section 139, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, M/s. Chaturvedi & Partners, Chartered Accountants (FRN: 307068E), the retiring Auditors of the Company, be and is hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this AGM to the conclusion of the 34th AGM of the Company to be held in the year 2017 (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 Audit Committee of the Company.”

SPECIAL BUSINESS

Item No. 4 - Authorization for Borrowing Money

To consider and, if thought fit pass with or without modification, the following resolution as a Special Resolution :

“**RESOLVED THAT**, pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, consent of the Company be and is hereby granted to the Board of Directors to borrow from time to time any sum or sums of money, which along with the sums already borrowed by the Company (apart from temporary loans obtained from the Company’s Banker in the ordinary course of business) shall not exceed in aggregate any time ₹ 10,00,00,000 (Rupees Ten Crore only) if the aggregate for the time being of the paid-up capital of the Company and its free reserves is less than the above mentioned amount.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution”

Item No. 5 – Authorization to Mortgage assets of the Company

To consider and, if thought fit, pass with or without modification, the following resolution as a Special Resolution to Mortgage the assets of the Company :

“**RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, consent of the Shareholders of the Company be and is hereby accorded for creation by the Board of Directors on behalf of the Company, of such mortgages/ charges/ hypothecation and floating charges (in addition to the existing mortgages / charges / hypothecation created by the Company in favour of the lenders) in



such form and in such manner as may be agreed to between the Board of Directors and the lenders, on all or any of the present and future immovable and / or movable properties of the Company wherever situated, of every nature and kind whatsoever to secure any Indian Rupee or foreign currency loans, advances and all other moneys payable by the Company to the lenders concerned, subject, however, to an overall limit of ₹10,00,00,000 (Rupees Ten Crore only) of loans or advances already obtained or to be obtained from any financial institution, bank, body corporate and company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Item No. 6 - Authorization for Related Party Transactions

To consider and, if thought fit pass with or without modification, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 188 and all other applicable provisions, if any of the Companies Act, 2013 and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of the Company to enter into contracts and/or/ agreements with Related Parties as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing off, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the Company or its subsidiary or associate Company or any other transaction of whatever nature with related parties.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things that may be necessary, proper expedient or incidental thereto for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution”

Registered Office:
3C, Park Plaza
71, Park Street, 3rd Floor
Kolkata - 700016
Date: 09.07.2015

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 24th August, 2015 to 29th August, 2015 (both days inclusive) for the year ended 31st March, 2015 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 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 32nd Annual General Meeting and the Annual Report for 2015 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. **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 Clause 35B of the Listing Agreement, 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 26th August, 2015 (9:00 am) and ends on 28th August, 2015 (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 22nd August, 2015, 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
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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	<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. 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.



- (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
12. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at jjfc@jjauto.org with a copy marked to sureliaramakant@yahoo.com and helpdesk.evoting@cdslindia.com on or before 28th August, 2015 upto 5:00 pm without which the vote shall not be treated as valid.
13. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd August, 2015.
14. 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 10th July, 2015.
15. The shareholders shall have one vote per equity share held by them as on the cut-off date of 22nd August, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
16. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd August, 2015, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
17. 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.



18. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 22nd August, 2015, 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.
19. **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.
20. 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, Calcutta Stock Exchange and Delhi Stock Exchange.

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

Item No. 4 & 5

Section 180 of the Companies Act, 2013 effective from 12th September, 2013 requires that consent of the company accorded by way of a special resolution to borrow money in excess of the company's paid up share capital and free reserves.

The Company intends to borrow from time to time any sum or sums of money which along with sums already borrowed by the Company (apart from temporary loans obtained from the Company's Banker in ordinary course of business) may exceed the aforesaid limit but not exceeding ₹ 10,00,00,000 (Rupees Ten Crore only) and seeks your approval for the same. To facilitate the same creation of mortgages/ charges/ hypothecation and floating charges is required by the Board.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1)(c) read with Section 180 (1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 4 & 5 of the Notice. The Board recommends these resolutions for approval by the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 and 5.

Item No. 6

Pursuant to Section 188 of the Companies Act, 2013, the Company can enter into transaction mentioned under aforesaid resolution, which are not in the ordinary course of business and/or are not on arm length basis, only with the approval of the shareholders accorded by way of a special resolution. Though, your Company always seeks to enter into transactions with related parties in the ordinary course of business and at arm's length basis; still there may be some such transactions which are done in the interest of the Company and for which your approval is required under the provisions of the Companies Act, 2013.

The proposal outlined above is in the interest of the Company and the Board re-commends the resolution set out in the accompanying Notice as special resolution.

None of the Director and Key Managerial Personnel of the Company is concerned or interested in the said resolution except to the extent of their shareholding in the Company or their interest as director or shareholder or partner or otherwise in such other related party entity, if any.

Registered Office:
3C, Park Plaza
71, Park Street, 3rd Floor
Kolkata - 700016
Date: 09.07.2015

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: jjfc@jjauto.org, website: www.jjfc.co.in

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

I hereby record my/our presence at the **Annual General Meeting of "J. J. Finance Corporation Limited"** held on Saturday, 29th August, 2015 at 03:30 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: _____

(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.)



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: jjfc@jjauto.org, website: www.jjfc.co.in

PROXY FORM

(32nd Annual General Meeting - 29th August, 2015)

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 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 Saturday, 29th day of August, 2015 at 03:30 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.	Resolutions	Optional	
		For	Against
	Ordinary Business :		
1.	To consider and adopt the Audited Financial Statements, Reports of the Board of Directors and Auditors.		
2.	For re-appointment of Mr. Rajesh Poddar who retires by rotation.		
3.	For appointment of Auditors and fixing their remuneration		
	Special Business :		
4.	For approving borrowing limits under Section 180(1)(c) of the Companies Act, 2013.		
5.	For authorization to mortgage assets under Section 180(1)(a) of the Companies Act, 2013.		
6.	For authorization of Related Party Transactions under Section 188 of the Companies Act, 2013.		

Signed this day of 2015

Signature of Shareholder(s) Signature of Proxy(s)

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.

Affix Revenue Stamp

ROUTE MAP

J. J. FINANCE CORPORATION LIMITED,
PARK PLAZA, 71,
PARK STREET,
KOLKATA-700016.

"LANDMARK: OPPOSITE ALLEN PARK"

