

NOTICE

Notice is hereby given that the **TWENTY THIRD ANNUAL GENERAL MEETING** of the members of **CEEJAY FINANCE LIMITED** will be held on Saturday, the 24th September 2016 at 11.00 A.M. at "C.J.HOUSE, Mota Pore, Nadiad-387001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.
2. To declare Dividend on Equity Shares for the Financial Year ended 31st March 2016.
3. To appoint a Director in place of Hrashad Dalal (holding DIN 00080903), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Kiran Patel (holding DIN 00081061), who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors to hold office from conclusion of Annual General Meeting till the conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

6. To Consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in pursuance to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Section – I of Part - II of Schedule V prescribed under the Companies Act, 2013, and subject to the approval of the members in general meeting, Mr. Deepak Patel, (DIN: 00081100), Managing Director of the Company whose term of appointment expires on 31st August, 2016, be and is hereby re-appointed as Managing Director of the Company for a period of five years commencing on and from 1st September, 2016 on the following terms and conditions:

1. SALARY

₹ 1,50,000/- per month with annual increment ₹ 10,000/- per month in the scale of ₹ 1,50,000-10,000-2,00,000 per month.

2. PERQUISITES AND AMENITIES

This shall include House rent allowance, medical allowance / medical reimbursement, Leave travel concession, club fees, dress purchase and maintenance allowance, gardener and such other services, perquisites, amenities and benefits as may be fixed by the Board of Directors of the Company in consultation with the Managing Director.

The aggregate value of the various perquisites and amenities as may be sanctioned to and enjoyed by the Managing Director shall not exceed ₹ 3,00,000/- per annum.

Further the perquisites for the part of the year of service shall be computed proportionately.

3. PROVIDENT FUND, SUPERANNUATION AND OTHER BENEFITS

The Appointee shall be eligible for the following benefits over and above the remuneration provided in point 1 above.

- a. Contribution to Provident Fund, super-annuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - b. The appointee shall be entitled to Gratuity benefit at a rate not exceeding half a month's salary for each completed year of service, and
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PROVIDED THAT the total remuneration payable under 1 to 3 above to the Managing Director during his tenure for each financial year as such shall not exceed the limit of 5% of the net profits of the Company for each financial year computed in the manner prescribed in Section 198 read with Section 197 of the Companies Act, 2013.

4. GENERAL

The appointee shall also be eligible for the following, which shall be excluded from the total value of perquisites:

1. Transportation:

To provide car for office use, including cost of fuel, insurance and maintenance, driver thereof.

2. Telephone:

Provision of telephone at residence and mobile / cell phone [including payment of local calls and long distance calls] shall not be reckoned as perquisites. However personal long distance call would be borne by the Managing Director.

5. MINIMUM REMUNERATION:

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits, the appointee shall be entitled to such minimum remuneration as determined in accordance the overall limit as prescribed under the provisions of Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 with the then applicable provisions of the Act, rules, schedules and regulations thereof and as amended from time to time."

6. DUTIES AND RESPONSIBILITIES:

The Managing Director shall be responsible for overall day to day administration and management of the affairs of the Company and shall stand delegated all powers of management, entering in to contracts and arrangements in the ordinary course of business, all decisions in relation to marketing and business development of the Company including appointing and retaining services of skilled unskilled staff at all levels of the organization, signing and execution of deeds, documents, agreements and other papers in the ordinary course of business and such other activities as he may consider necessary for overall administration and development of the Company. The Managing Director shall also carry out such other duties as may be entrusted to him by the Board from time to time.

7. To consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

"RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors of the company to borrow money from time to time from promoters or party/parties / firm/companies related to director/directors of the company, on such terms and conditions, with or without security as may be decided by the Board of Directors of the or any Committee of the Board , provided that the total amount borrowed and outstanding at any point of time from such parties shall not be in excess of ₹ 25 crores (₹ twenty crores only) during any Financial Year"

"RESOLVED FURTHER THAT the Board of Directors and/or Managing Director of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Register Office
C.J. House, Mota Pore,
Nadiad – 387 001
Dated: 30th July, 2016

By order of the Board
For **CEEJAY FINANCE LIMITED**

Kamlesh Upadhya
Company Secretary

NOTES

- 1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Ordinary Businesses to be transacted at the Annual General Meeting is annexed hereto.
- 2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.** A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. The instrument of proxy in order to be effective must be received at the Registered Office / Corporate Office of the Company duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy Form is attached herewith. Proxy Form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable authorizing their representative to attend and vote on their behalf at the meeting.
- 3) The Register of Members and Share Transfer Book of the Company will remain closed from 19th September 2016 to 24th September 2016 (both days inclusive) for annual closing and determining the entitlement of the Members to the dividend for the Financial Year 2015-16.
- 4) The Notice of Annual General Meeting, Annual Report, and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of Annual General Meeting, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s).
- 5) Members who have received the notice of Annual General Meeting, Annual Report, and Attendance Slip in electronic mode are requested to print the attended slip and submit a duly filled in attendance slip at the registration counter to attend the Annual general meeting.
- 6) A dividend of ₹ 1.50 per share has been recommended by the Board of Directors for the year ended 31st March 2016, subject to the approval of the Members at the ensuing Annual General Meeting, is proposed to be paid from 1st October or thereafter.
- 7) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Registrar & Transfer Agent.
- 8) All documents referred to in the accompanying Notice and the Explanatory Statements shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m. to 5.00 p.m.) on all working days except Sundays, up to and including the date of the Annual General Meeting of the Company.
- 9) Those members who have so far not en-cashed their dividend warrants may claim or approach the Company for the payment thereof as the same will be transferred to the Investors' Education and Protection Fund (IEPF) of the Central Government, pursuant to Section 205 C of the Companies Act, 1956.
- 10) **Voting through electronic means:**
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies [Management and Administration] Rules, 2014, the Company is providing e-voting facility as an alternative mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services [India] Limited (CDSL) to facilitate e-voting. The detailed process, instructions and manner of e-voting facility is annexed to the Notice.

Register Office
C.J. House, Mota Pore,
Nadiad – 387 001
Dated: 30th July, 2016

By order of the Board
For **CEEJAY FINANCE LIMITED**

Kamlesh Upadhyaya
Company Secretary

Explanatory statement

[Pursuant to section 102 of the Companies Act, 2013]

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 6 of the accompanying Notice:

Item No. 6

Mr. Deepak Patel is 54 years of age. He is a Graduate in commerce, followed by a course in Management in U.S.A. He has been acting as a Managing Director of the Ceejay Finance Limited since inception of the company. He has also varied experience in the field of tobacco, real estate etc.

In spite of keen competition in the field on finance and NBFC's, Mr. Deepak Patel has managed the company with stability and steady growth. He was appointed as a Managing Director for the period of five years w.e.f. 1st September 2006 to 31st August 2011 and then 1st September 2011 to 31st August, 2016. Accordingly his tenure shall be expired on 31st August 2016. The Board of Directors considered it necessary and appropriate to re-appoint him as a Managing Director of the company from 1st September, 2016 to 31st August 2021.

The terms of remuneration of Mr. Deepak Patel are given in the resolution under item no.6 of the Notice.

As per requirements of the Companies Act, 1913 the appointment and terms of remuneration of the Managing Director is required to be approved by the shareholders of the company. Accordingly the Special Resolution set out under item no.6 of the notice is submitted for the approval of the members.

His resume is attached herewith.

Mr.Kiran Patel, Mr.Shailesh Patel, and Mr.Harshad Dalal are interested in the resolution.

The Board recommends passing of the said resolution.

ITEM NO. 7

The company is engaged in the loan business. Avail funds at competitive rate are constant threat to the company. Over and above your company is not accepting fixed deposit looking to the lending rate and complex Government restrictions. Banking institutions are also conservative financing NBFC.

Under the circumstances, it is necessary to avail funds from the company as and when require meeting short and long term as per the financial requirements of the company.

Therefore it is necessary to avail the funds for the company from the promoters/directors/firms or related parties of the company in which directors of the company are interested.

Therefore, Board of directors or Managing Director of the company are authorized to decide terms and conditions, with or without security on competitive rate, to avail funds upto ₹ 25 crores form the related parties to the Directors of the company by passing special resolution.

Mr.Harshad Dalal, Mr.Deepak Patel, Mr.Kiran Patel and Mr.Shailesh Patel are interested in the resolution.

The Board recommends passing of the said resolution by way of Special Resolution for the approval of the members of the Company.

This explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Register Office
C.J. House, Mota Pore,
Nadiad – 387 001
Dated: 30th July,2016

By order of the Board
For **CEEJAY FINANCE LIMITED**

Kamlesh Upadhya
Company Secretary

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 21-9-2016 at 9.00 a.m. and ends on 23-9-2016 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 (record date) of 17-9-2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders
- (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.
- (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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) 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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • 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 as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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 CEEJAY FINANCE LIMITED 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 changed 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) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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 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.
 - The list of accounts linked in the login 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on 21-9-2016 at 9.00 a.m. and ends on 23-9-2016 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 (record date) of 17-9-2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.
- (D) Mr. Tushar Vora, Company Secretaries (Membership Number FCS-3459; CP No. 1745) [Address: 32 Arpan Society, Nr. Mayur High School, Paliyad Nagar, Naranpura, Ahmedabad – 380010 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- (E) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ceejayfinancelimited.com and on the website of CDSL within three (3) working days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

IMPORTANT NOTES:

1. Any person, who acquires shares of the Company and becomes member of the Company after 20th August, 2016 i.e. the date considered for dispatch of the notice and holding shares as of the cut-off date i.e. 17th September, 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Link Intime India Private Limited and at anand.padh@linkintime.co.in.
2. The Chairman shall, at the AGM, 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 "remote e-voting" or "Ballot Paper / Polling Paper" for all those members who are present at the AGM/ EGM but have not cast their votes by availing the remote e-voting facility / ballot form. The Facility for Voting at meeting venue shall be decided by the company i.e. "remote e-voting" or "Ballot Paper / Polling Paper".
3. The members who have cast their vote by remote e-voting prior to the AGM/ EGM may also attend the AGM/ EGM but shall not be entitled to cast their vote again.

Brief resume of re-appointed directors at this meeting are given below:

Name of Director	Mr.Harshad Dalal	Mr.Kiran Patel	Mr.Deepak Patel
Date of Birth	24-11-1997	18-03-1959	05-07-1961
Date of Appointment	20-04-1993	20-04-1993	20-04-1993
DIN No.	00080903	00081061	00081100
PAN No.	ABRPD269OK	ACXPP5099H	ACXPP5096J
Experience (Yrs.)	60 Yrs	25Yrs	21 Yrs
Expertise	Production, Purchase, Marketing, Real Estate, finance	Marketing, Real Estate, Legal, Management	Finance, Marketing, Real estate
Other Directorship	CJPatel Tobacco Products Ltd, Ceejay Tobacco Ltd, Ceejay Auto Ltd, Ceejay Realty Pvt Ltd	CJPatel Tobacco Products Ltd, Ceejay Tobacco Ltd, Ceejay Auto Ltd, Ceejay Realty Pvt Ltd	CJPatel Tobacco Products Ltd, Ceejay Tobacco Ltd, Ceejay Auto Ltd, Ceejay Realty Pvt Ltd
Shareholding in company	2,07,625	81630	81730
Education	B.Com	B.Com	B.com, MBA