

NOTICE

Notice is hereby given that the **TWENTY SECOND ANNUAL GENERAL MEETING** of the members of **CEEJAY FINANCE LIMITED** will be held on Saturday, the 26th September 2015 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 2015 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 2015.
3. To appoint a Director in place of Mr.Deepak Patel (holding DIN 00081100), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr.Shailesh Patel (holding DIN 00081127), 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 an Ordinary Resolution:

"RESOLVED THAT Mrs. Mrudulaben Patel (DIN 07143287), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31st March,2015 in terms of Section 161 (1) of the Companies Act, 2013 and who holds office of a Director up to the date of this meeting and in respect of whom a Notice has been received from a Member proposing her name for appointment as Director pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV and Clause 49 of the Listing agreement, be and is hereby appointed as Director (Non-Executive ,Independent Director), of the Company not liable to retire by rotation for five consecutive years with effect from 26th September, 2015."

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."

By Order of the Board of Directors,

Sd/-

(Kamlesh Upadhyaya)
Company Secretary

Place : Ahmedabad
Date : 09th May 2015

NOTES

1. The Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Businesses to be transacted at the meeting, are 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 2015 to 26th September 2015 (both days inclusive) for annual closing and determining the entitlement of the Members to the dividend for the Financial Year 2014-15.
4. Members are requested to bring the Attendance Slip duly filled in and hand over the same at the entrance of the Meeting Hall.
5. A dividend of ₹ 1.40 per share has been recommended by the Board of Directors for the year ended 31st March 2015, subject to the approval of the Members at the ensuing Annual General Meeting, is proposed to be paid from 5th October, 2015 or thereafter.
6. 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.
7. 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.
8. 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.
9. **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.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO SPECIAL BUSINESSES MENTIONED IN THE ACCOMPANYING NOTICE:

ITEM NO. 6

The Board of Directors in their meeting held on 31st March, 2015 appointed Mrs. Mrudulaben Patel (DIN 07143287) as an Additional Director of the Company to hold office of an Additional Director up to the ensuing 22nd Annual General Meeting of the Members of the Company.

CEEJAY FINANCE LIMITED



Notice as required pursuant to the provisions of Section 160 of the Companies Act, 2013 (the Act) has been received from a Member proposing the candidature of Mrs. Mrudulaben Patel as a Director (Non-Executive – Independent) of the Company not liable to retire by rotation for five consecutive years with effect from 26th September, 2015.

Mrs. Mrudulaben Patel is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. Mrudulaben Patel possesses appropriate skills, expertise and knowledge in finance and other fields. A brief profile of Mrs. Mrudulaben Patel and names of companies in which she is a director / interested as stipulated under Companies Act, 2013 and rules made thereunder and Clause 49 of the Listing Agreement with the Stock Exchanges are annexed to this Notice.

In the opinion of the Board, Mrs. Mrudulaben Patel fulfills the conditions specified in the Act and rules made thereunder for her appointment as a woman Director of the Company.

Considering her eminence, rich experience, it will be in the best interest of the Company to appoint her as a Director (Non-Executive –Independent) not liable to retire by rotation. The Board considers that her continued association would be of immense benefit to the Company.

None of the Directors, Key Managerial Personnel or their relatives can be considered to be interested in or concerned in the resolution.

The Board recommends passing of the said resolution by way of an Ordinary 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.

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 from 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.

Place: Ahmedabad
Date: 09th May 2015

By Order of the Board of Directors,
Sd/-
(Kamlesh Upadhyaya)
Company Secretary

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

In case of members receiving e-mail:

- (A) The voting period begins on 23rd September, 2015 at 09.00 A.M. and ends on 25th September, 2015 at 05.00 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 19th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select the Electronic Voting Sequence Number ("EVSN") 150803013 along with "CEEJAY FINANCE LTD." from the drop down menu and click on "SUBMIT".
 - (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*	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.
Dividend Bank Details OR 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"> • 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 NO.150803013 for the relevant CEEJAY FINANCE LTD 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) 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.

In case of members receiving the physical copy:

- (B) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (C) The e-voting period commences on 23rd September 2015 (9.00 a.m.) and ends on 25th September 2015 (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 of 19th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (D) 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.
- (E) 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.
- (F) 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 14th August,2014 i.e. the date considered for dispatch of the notice and holding shares as of the cut-off date i.e. 19th September,2015 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Sharepro Services (India) private Limited at sharepro.ahmedabad@shareproservices.com
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 appointed/re-appointed directors at this meeting are given below:

Name of Director	Mr.Deepak Patel	Mr.Shailesh Patel	Mrs.Mrudulaben Patel
Date of Birth	05-07-1961	15-08-1965	08-10-1950
Date of Appointment	20-04-1993	17-07-2001	31-03-2015
DIN No.	00081100	00081127	07143287
PAN No.	ACXPP5096J	ACXPP5098G	AEQPP4762A
Experience (Yrs.)	23	20	35
Expertise	Finance, Marketing, Real Estate	Purchase, Real Estate, Finance, Accounts	Trustee, Educationalist, Reasearch
Other Directorship	CJPatel Tobacco Products Ltd, Ceejay Tobacco Ltd, Ceejay Auto Ltd, Ceejay Realty Pvt Ltd	CJPatel Tobacco Products Ltd, Ceejay Tobacco Ltd, Ceejay Realty Pvt Ltd	NIL
Shareholding in company	81730	81830	NIL
Education	B.Com,MBA	Commerce	B.Sc.