

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting (30th AGM) of the Members of J.A. Finance Ltd. will be held on Thursday, 21st day of September, 2023 at 12.45 P.M. at the Registered office of the Company at 1st Floor, Punwani Chambers, 7B, Kiran Shankar Roy Road, Kolkata-700001, West Bengal (Route map enclosed) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the stand alone audited financial statement of the Company for the financial year ended 31st March 2023 and reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Dilip Kumar Goyal (DIN: 0033590) who retires by rotation and being eligible, offers himself for re-appointment.

By Order of the Board of Directors

J. A. Finance Ltd.

Sd/-

Akshay Goyal

Managing Director

Date: 25/08/2023

Place: Jamshedpur

NOTES:

1. All the business to be transacted at the 30th AGM is ordinary Business, Therefore Explanatory statements, pursuant to section 102 of the Companies Act, 2013 ('the Act') is not required for this 30th AGM.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 30th AGM IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the Proxy should be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the 30th AGM. A Proxy form is sent herewith.
4. A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member.
5. Corporate members intending to send their authorized representatives to attend the 30th AGM, pursuant to section 113 of the Companies Act, 2013, are requested to send to the company, a certified copy of the relevant Board resolution together with the respective specimen signatures of those representatives authorized under the said resolution to attend and vote on their behalf at the meeting.

6. The Register of members and share transfer books shall be closed from 15th day of September, 2023 to 21st September, 2023 (both days inclusive).
7. Members, Proxies and Authorised representatives are requested to bring to the meeting, the attendance slips enclosed herewith duly completed and signed mentioning therein details of DP ID and Client ID/Folio No.
8. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
9. Members are requested to note that trading in securities of the Company are compulsorily in dematerialized form only. Hence members who are yet to dematerialize their shares are advised to do so.
10. Members may also note that the Notice of the 30th AGM will also be available on the Company's website www.jafinance.co.in for their download.
11. The notice of 30th AGM will be sent to the members whose names appear in the Register of Members / Register of beneficial owners maintained by the depositories as at closing hours of business on 18th August, 2023.
12. In conformity with the regulatory requirements, the Notice of this 30th AGM and Annual Report are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Members desirous of obtaining physical copies of the said Notice and Annual Report are required to send a request to the Company, mentioning their name and DP ID & Client ID / folio number, through e-mail at jafolkolkata@gmail.com or by post to the registered office of the Company.
13. Investors who became members of the Company subsequent to the dispatch of the Notice / Email are requested to send the written / email communication to the Company at jafolkolkata@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
14. The facility for voting through ballot paper/venue voting shall be made available at the 30th AGM and the members attending the 30th AGM 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 30th AGM may also attend the 30th AGM but shall not be entitled to cast their vote again.
15. Ms. Shikha Naredi, Practicing Company Secretary (Membership No. F12024, C.P. No. 16103) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer will submit, not later than 2 days of conclusion of the 30th AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company.
16. The result of the e-voting along with the scrutinizer's report shall be declared in the 30th AGM by the chairman and will be placed in the company's website www.jafinance.co.in and in the website of CDSL,

within two days of passing of the resolution in the 30th AGM. The results will also be communicated to the Stock Exchanges where the shares of the Company are listed.

17. Brief Profile of Directors seeking re-appointment at the 30th AGM is provided at **Annexure-A** to this Notice as prescribed under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER

The Company has provided remote e-voting facility. The remote e-voting period begins on 18th September, 2023 at 9:00 A.M. and ends on 20th September, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 14th September, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 14th September, 2023.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Step-1: Login method for Remote e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<ul style="list-style-type: none">❖ Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.❖ If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.❖ Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat

	<p>account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>❖ Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>❖ Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>❖ After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>❖ If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>❖ Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period.</p>

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

Step 2: Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Visit the e-Voting website of CDSL during the voting period. Open web browser by typing the following URL: <https://www.evotingindia.com>.
2. Click on "SHAREHOLDERS" module
3. Now enter your User ID

For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) 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) ❖ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

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. ❖ 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.
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- i) After entering these details appropriately, click on “SUBMIT” tab.
- ii) Shareholders holding shares in physical form will then directly reach the company selection screen. However, shareholders 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.
- iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- iv) Click on the EVSN for the relevant <J. A. Finance Limited> on which you choose to vote.
- v) 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 implied that you assent to the resolution and option NO implies that you dissent to the resolution.
- vi) Click on the Resolution File Link if you wish to view the entire resolution details.
- vii) 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.
- viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- ix) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- x) 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.
- xi) Note for Institutional Shareholders & Custodians:
 - i) 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 in the “Corporate” Module.

ii) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

iii) 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.

iv) 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.

v) 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.

vi) Alternatively, 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 jafkolkata@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com before 28th August, 2023 without which the vote shall not be treated as valid.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- ii) For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
- iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- iv) If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

By Order of the Board of Directors
For, J. A. Finance Limited

Sd/-
Akshay Goyal
Managing Director

Date: 25/08/2023
Place: Jamshedpur

ANNEXURE TO THE NOTICE OF 30th ANNUAL GENERAL MEETING**Details of Directors Retiring by Rotation/Seeking Appointment/Re-Appointment**

Name of Director	Dilip Kumar Goyal
DIN No.	00033590
Designation	Non Executive Non Independent Promoter Director
Qualification / Brief Resume / Expertise in specific functional area / experience	Mr. Dilip Kumar Goyal aged 62 years, is the Founder-Promoter associated since incorporation of the Company.
No. of Shares held in the Company as on 31/03/2023	2072333 Equity Shares
Remuneration	Nil
Relationship with other Directors and Key Managerial Personnel	Father of Mr. Akshay Goyal and Mr. Ankit Goyal
No of meetings of the Board attended during the year	Refer Corporate governance Report
Other Directorships	Refer Corporate governance Report
Chairmanship / Membership of Committees of other Companies	Refer Corporate governance Report

ATTENDANCE SLIP

(To be handed over at the entrance)

I/we hereby record my/our presence at the 30th Annual General Meeting of the Company held on Thursday, 21st September, 2023 at 1st Floor, Punwani Chambers, 7B Kiran Shankar Roy Road, Kolkata-700001 at 12:45 P.M.

Full name of the Shareholding attending.....

Address.....

Name the of Proxy.....

Regd. Folio No.....

DP Id..... Client Id

No. of Shares held:

I hereby record my presence at the 30th Annual General Meeting of the Company held on Thursday, 21st September, 2023 at 1st Floor, Punwani Chambers, 7B Kiran Shankar Roy Road, Kolkata-700001 at 12:45 P.M.

.....

Signature of Shareholder

.....

Signature of Proxy

ELECTRONIC VOTING PARTICULARS

EVSN	USER-ID	PAN/Sequence No.
230825049		

Please refer to e-voting instructions mentioned in the Notice of the 30th AGM attached, before exercising your voting electronically.

The remote e-voting facility will be available during the following voting period:

Commencement of e-voting : 18th September, 2023 at 09:00 am
End of e-voting : 20th September, 2023 at 5:00 pm

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):	
Registered address :	
Email Id :	
Folio No./Client Id /DP ID:	

I/We, being the member(s) and, holding..... equity shares of the J. A. Finance Ltd. hereby appoint:

1. Name.....

Address.....

E-mail..... Signature.....

or failing him

2. Name.....

Address.....

E-mail..... Signature.....

or failing him

3. Name.....

Address.....

E-mail..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the General Meeting of the Company, to be held on **Thursday, 21st September, 2023 at 12:45 P.M. at 1st Floor, Punwani Chambers, 7B Kiran Shankar Roy Road, Kolkata-700001** and at any adjournment thereof in respect of such resolution as is indicated below:

Resolution No.	Particulars of Resolution(s)	Vote	
ORDINARY BUSINESS		For	Against
1.	To consider and adopt the stand alone audited financial statement of the Company for the financial year ended 31st March 2023 and reports of the Board of Directors and Auditors thereon.		
2.	To appoint a director in place of Mr. Dilip Kumar Goyal (DIN: 0033590) who retires by rotation and being eligible, offers himself for re-appointment.		

Please put a tick mark (v) in the appropriate column against the resolutions indicated in the box. If a Member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a Member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.

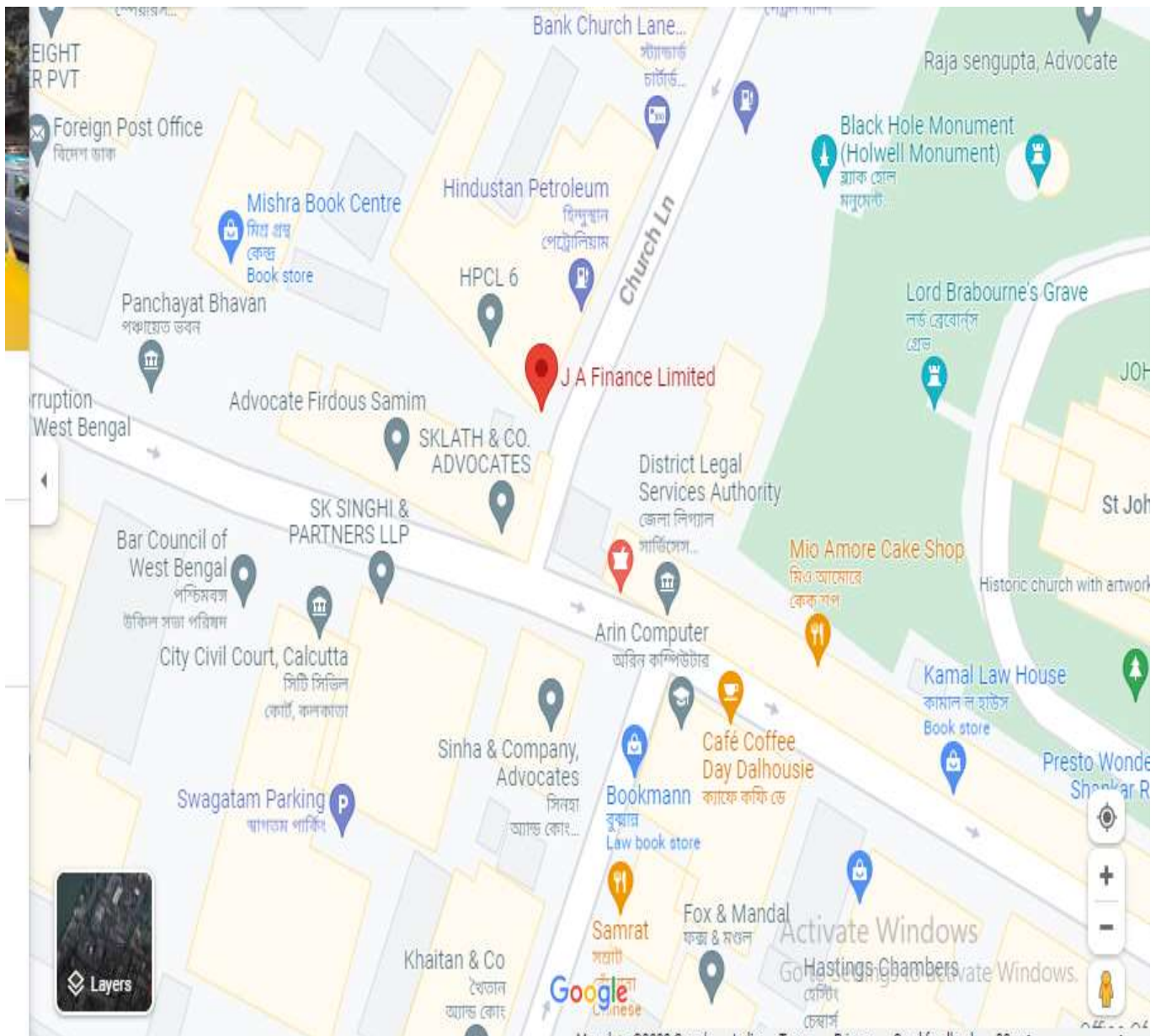
Signed this day of.....2023

Signature of shareholder(s).....

Signature of Proxy holder(s).....

Affix
Revenue
stamp
Here

Note: The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY-EIGHT HOURS before the commencement of the Meeting. A Proxy need not be a Member of the Company.



J.A. FINANCE LTD.

CIN – L65999WB1993PLC058703

Registered Office: 1st Floor, Punwani Chambers, 7B, Kiran Shankar Roy Road, Kolkata-700 001

Tel No: 033-22482545, Fax No: 033-22480150

Visit: www.jafinance.co.in E-mail Id: jafkolkata@gmail.com