



J.J. FINANCE CORPORATION LIMITED

Regd. Off.: Unit No. 14, 8th Floor, Premises No. IID/14,
Action Area – IID, New Town, Rajarhat, Kolkata – 700 156

Tel. No.: 033-6646-6646/2229-6000

E-mail: jjfc@jjauto.org, website: www.jjfc.co.in

CIN: L65921WB1982PLC035092

ADDENDUM TO THE NOTICE OF THE 41ST ANNUAL GENERAL MEETING

This is with reference to the notice dated 13th August, 2024 (“AGM Notice”) and circulated to the Members via email on 16th August, 2024 for convening the 41st Annual General Meeting (“AGM”) of the Members of the Company, scheduled to be held on Monday, 09th September, 2024 at 03:00 P.M. (IST) through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”), to seek approval of the Members for the matters set out in the AGM Notice. The Notice has already been circulated to the Members of the Company, in Compliance with the Companies Act, 2013 & Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The addendum is being issued regarding changes in the Notice convening the 41st AGM and Explanatory Statement by inserting Item No. 3 dealing with the re-appointment of Mr. Surjit Singh as an Independent Director of the Company.

This Addendum is to be read in conjunction with the AGM Notice dated 13th August, 2024 and Annual Report for 2023-24 as available on the website of the Company and Stock Exchanges, where the shares of the Company are listed. The Notice of the AGM was dispatched to all the members of the Company whose email addresses are registered with the Company/ depository participants in due compliance with the provisions of the Companies Act, 2013, and rules made thereunder, read with circulars issued by Ministry of Corporate Affairs and Securities Exchange Board of India.

Pursuant to the provisions of Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the item of special business w.r.t. re-appointment of Mr. Surjit Singh as an Independent Director of the Company will be taken up for consideration by the Members at the ensuing 41st Annual General Meeting (AGM).

An Addendum to the 41st AGM Notice is being circulated electronically to the Members to whom Notice of the 41st AGM has been sent, in terms of the provisions of the Companies Act, 2013 and SEBI Listing Regulations. This Addendum shall be deemed to be an integral part of the original Notice dated 13th August, 2024 and the notes provided therein.

The aforesaid proposal for re-appointment of Mr. Surjit Singh as an Independent Director would be included in the remote e-voting facility commencing on Friday, September 06, 2024 at 9:00 A.M. (IST) and ending on Sunday, September 08, 2024 at 5:00 P.M. (IST) (both days inclusive) and in the e-voting during the AGM

SPECIAL BUSINESS

Item No. 3 – Re-appointment of Mr. Surjit Singh as Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Surjit Singh (DIN: 00204609), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for another term with effect from June 21, 2024 to June 20, 2029 and the term shall not be subject to retirement by rotation.”



“RESOLVED FURTHER THAT Directors of the Company be and are hereby authorized to sign, file and execute all such documents, forms and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-forms or disclosures with the Registrar of Companies/Stock Exchanges and all such other Regulatory Authorities and to do all such acts, deeds and things as may be considered expedient and necessary in this regard.”

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**By order of the Board
For J. J. Finance Corporation Limited**

**Shyam Bagaria
Director
[DIN: 00121949]**

Date: 22.08.2024



NOTES:

1. The explanatory statement pursuant to Section 102(1) of the Act and other applicable provisions, which sets out details relating to the proposed Special Business above to be transacted at the AGM, which is considered to be unavoidable by the Board of Directors of the Company, is annexed hereto.
2. In compliance with the applicable General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 10/2022 dated December 28, 2022 and other applicable circulars issued by the Ministry of Corporate Affairs (MCA) and SEBI Circulars, Addendum to the Notice of the AGM is being sent only through electronic mode to those Members to whom the Notice dated 13th August, 2024 were sent, on the email ids as available with the Company/ Depositories/RTA.
3. Members may note that the Addendum to the Notice of AGM will also be available on the Company's website www.jjfc.co.in and websites of the Stock Exchanges i.e. BSE Limited.
4. The relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection without any fees by the Members from the date of circulation of this Notice upto the date of the AGM. Members who wish to seek inspection, may send their request through an email at jjfc@jjauto.org.
5. Information required under Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of SS - 2 on General Meetings issued by ICSI, in respect of Director seeking re-appointment at the AGM is furnished as annexure to this Addendum to Notice of AGM. The Director has furnished consent/declarations for his appointment as required under the Act and rules made thereunder as well as SEBI Listing Regulations.
6. All the processes, notes and instructions relating to remote e-voting and e-voting during the 41st AGM as well as the process of attending the 41st AGM through VC/OAVM as set out in the 41st AGM Notice dated 13th August, 2024, shall mutatis-mutandis apply to the Resolution proposed in this Addendum to the Notice. Furthermore, the Scrutinizers appointed for the ensuing 41st AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 41st AGM.

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For J. J. Finance Corporation Limited

Shyam Bagaria
Director
[DIN: 00121949]

Date:22.08.2024



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statements set out all material facts relating to the Special Business mentioned in the Notice:

Item No. 3

The Members of the Company, at the General Meeting held on September 25, 2019 had approved the appointment of Mr. Surjit Singh (DIN: 00204609), as an Independent Director of the Company.

As per Section 149(10) of the Companies Act, 2013 ("the Act"), an Independent Director shall hold office for a term of five consecutive years on the Board of a Company but shall be eligible for reappointment on passing a special resolution by the Company for another term of five consecutive years on the Board of a Company. The Nomination & Remuneration Committee of the Board on the basis of the report of performance evaluation has recommended the re-appointment of Mr. Surjit Singh as Independent Director for a second term of five years till the conclusion of the Annual General Meeting to be held on 2029.

The Board based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee considers that given the background, experience and contributions made by him during his tenure, the continued association of Mr. Surjit Singh would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Surjit Singh as an Independent Director of the Company, not liable to rotation, for a second term of five consecutive years on the Board of the Company.

Mr. Surjit Singh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received a declaration that he meets the criteria of Independence as prescribed both under Section 149(6) of the Act and under Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Surjit Singh fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Surjit Singh is independent of the management.

Details of Mr. Surjit Singh is provided in the "Annexure" to the Notice. Copy of the draft letter for appointment of Mr. Surjit Singh as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day up to the date of the AGM.

Except Mr. Surjit Singh, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise in the resolution. . This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board commends the Special Resolution set out as Item no. 3 of the Notice for approval by the members.

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**By order of the Board
For J. J. Finance Corporation Limited**

**Shyam Bagaria
Director
[DIN: 00121949]**

Date:22.08.2024

**Particulars of Directors whose appointment/re-appointment is proposed for consideration of the members as required by Regulations 36(3) and 26(4) of Listing Regulations:**

Particulars	Mr. Surjit Singh
Date of Birth and Age	July 8 th , 1959 65 years
Date of first appointment	25th September 2019
Expertise	Vast experience in the field of accounts, finance and corporate practices.
Qualification	B. Com (Hons)
Directors' inter-se relationship	Not related to any of the Directors/KMP
Names of listed entities in which the person holds directorship and membership of Committees of other Boards	Not Applicable
Membership/ Chairmanship of Committee of the Board in other listed Entities	Not Applicable
Listed entities from which he has resigned in the past 3(three) years	Not Applicable
No. of Board Meetings attended during the year	8 (Eight) Board Meetings
Terms of appointment / reappointment	As per the resolution at item no. 3 of the Notice convening this meeting read with explanatory statement thereto, Mr. Surjit Singh is proposed to be re-appointed as an Independent Director.
Remuneration last drawn	NIL
Remuneration sought to be paid	No remuneration is proposed to be paid
Shareholding in the Company	NIL
Shareholding as a beneficial owner	Not Applicable