

NOTICE

Notice is hereby given that the **TWENTY FIRST ANNUAL GENERAL MEETING** of the members of **CEEJAY FINANCE LIMITED** will be held on Saturday, the 27th September 2014 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 2014 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 2014.
3. To appoint a Director in place of Mr.Harshad Dalal (holding DIN 00080903), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr.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 an Ordinary Resolution:

"RESOLVED THAT 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, Mr. Kiritbhai S. Dalal (holding DIN 00509921), an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold an office of an Independent Director of the company (who will not retire by rotation) for five consecutive years with effect from 27th September 2014."

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

"RESOLVED THAT 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, Mr. Bharat M.Amin (holding DIN 00509903), an Independent Director of the Company and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold an office of an Independent Director of the company (who will not retire by rotation) for five consecutive years with effect from 27th September 2014."

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

"RESOLVED THAT 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, Mr. Bhikhubhai Patel (holding DIN 03031158), an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold an office of an Independent Director of the company (who will not retire by rotation) for five consecutive years with effect from 27th September 2014."

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
- “RESOLVED THAT** 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, Mr. Sunil G.Patel (holding DIN 05307501), an Independent Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company to hold an office of an Independent Director of the company (who will not retire by rotation) for five consecutive years with effect from 27th September 2014.”
10. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:
- “RESOLVED THAT** in supersession of the earlier resolution passed in this regard and pursuant to Section 180 (1)(c) 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), 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 in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained or to be obtained from any scheduled bank (s) in the ordinary course of business, shall not be in excess of Rs.100 crores (Rs. Hundred crores only) over and above the aggregate of the paid up share capital and free reserves of the Company 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.”
11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
- “RESOLVED THAT** in supersession of the earlier resolution passed in this regard and pursuant to Section 180 (1)(a) 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), consent be and is hereby accorded to the Board of Directors of the company for mortgaging and/or charging the whole or any part of the undertaking(s) of the company including its immovable/movable properties, both present and future, wheresoever situated, in such form and in such manner as the Board may deem fit, up to a sum not exceeding Rs.100 crores, over the paid up capital and free reserves of the company for securing any borrowing, buyers’ credit, syndicated loans, etc. availed by the company from any financial institutions, banks, FIs, insurance company, or any other lenders together with interest, additional interest, commitment charges, liquidated damages, costs, charges, expenses including all other amount payable by the company to the concerned lenders as the Board may determine and decide”
- “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.”
12. 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 196, 197, 198,203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder of the said act (including any statutory modification(s) or reenactment thereof for the time being in force) and in partial modification of the Special Resolution passed at the Annual General Meeting held on 2 4th September, 2011 consent be and is hereby accorded to increase the maximum limit of salary payable to Mr. Deepak Patel,(DIN NO. 00081100) Managing Director(s) of the Company from the existing Rs. 50,000 per month to Rs. 1,25,000 per month effective from 1st April, 2014 and the Board and / or a duly constituted Committee

thereof are hereby authorised to pay remuneration to Managing Director, from time to time, within the above mentioned limits.

RESOLVED FURTHER THAT the Managing Director is also entitled to the benefits as per the rules of the company, which the other executives/employees of the company are entitled to.

RESOLVED FURTHER THAT total remuneration payable to Mr. Deepak Patel shall not exceed 5% of the net profit of the company, calculated in accordance with the provisions of sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder of the said act (including any statutory modification(s) or reenactment thereof for the time being in force).

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year during the tenure of his appointment, total remuneration payable shall not exceed the maximum limit prescribed under Schedule V of the Companies Act, 2013 and rules made thereunder of the said act (including any statutory modification(s) or reenactment thereof for the time being in force).

RESOLVED FURTHER THAT other terms and conditions as approved by the shareholders and passed at the Annual General Meeting held on 24th September, 2011 shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors or a duly constituted Committee thereof be and is hereby authorized to 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: 24th May 2014

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 20th September 2014 to 27th September 2014 (both days inclusive) for annual closing and determining the entitlement of the Members to the dividend for the Financial Year 2013-14.
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 Rs.1.40 per share has been recommended by the Board of Directors for the year ended 31st March 2014, subject to the approval of the Members at the ensuing Annual General Meeting, is proposed to be paid from 7th October, 2014.
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 Sunday, 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, 7, 8 and 9

Mr. Kirit Dalal, Mr. Bharat Amin, Mr. Bhikhubhai Patel and Mr. Sunilkumar G. Patel are independent Directors under clause 49 of the listing agreement with the Stock Exchanges, Ahmedabad and Mumbai. Section 149 of the Companies Act, 2013, which came into effect on 1st April, 2014 requires every listed public company to have at least one third of the total number of directors as Independent Directors not liable to retire by rotation. Therefore it is proposed to appoint above directors as Independent Director under section 149 of the Act. They being eligible have offered themselves for appointment for 5 consecutive years from the date of AGM.

Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of a Director along with requisite consent and disclosure forms from the above Directors. In the opinion of the Board, above Directors fulfill the conditions specified in the Act for their appointment as Independent Director of the company and are Independent of the Management.

The Board considers that the continued association of above Directors would be of immense benefit to the company and hence it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board recommends each of the resolutions in relation to the appointment of Directors for approval by the shareholders.

The above Directors deemed to be interested in their respective appointments. No other Directors or relatives or KMP of the company are interested or concerned in the aforesaid resolutions detailed in item no.6,7,8 and 9.

The profile of the Directors is provided in this report and the information under clause 49 of the listing agreement is provided in the annexure.

ITEM NO. 10

The members of the Company by way of an Ordinary Resolution in the earlier AGM under Section 293(1)(d) of the Companies Act, 1956 authorized the Board of Directors to borrow over and above the aggregate of paid-up Share Capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs.80 crore (Rupees eighty crores only).

Section 180 (1) (c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid-up Share Capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the company accorded by way of a Special Resolution.

It is, therefore necessary for the members to pass a Special Resolution under Section 180 (1) (c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 to enable the Board of Directors to borrow money in excess of the aggregate of the paid-up share capital and free reserves of the Company.

Approval of members is being sought to borrow money in excess of the aggregate of the paid-up Share Capital and free reserves of the Company by Rs.100 crore by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

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

ITEM NO. 11.

The company in the ordinary course of business resorts to borrowings, either by way of loan, inter-corporate deposits, and external commercial borrowings or by way of debentures etc. In respect of which the company may require, under the terms of sanction/to avail of such loans/borrowings, to create a mortgage/charge on the movable/immovable properties/assets of the company in favour of lenders/trustees as set out in the resolution under item no.11 of the notice of AGM.

Such creation of mortgage/charge, as stated above, may be deemed to be otherwise dispose of the undertaking of the company within the meaning of section 180(1)(a) and other applicable provisions, if any of the Companies Act,2013 and rules thereunder. Accordingly, approvals of the members is being sought vide special resolution under the section 180(1)(a) of the Companies Act,2013 and Rules made thereunder for mortgaging/charging the movable/immovable properties/assets of the company to borrow funds.

None of the Directors or KMP of the company or relatives are interested or concerned in the aforesaid resolutions detailed in item no.11.

ITEM NO.12

The members of the Company at their 18th Annual General Meeting, approved, the payment of remuneration to Mr.Deepak Patel, Managing Directors, of the Company towards the services to be rendered by him to the Company from time to time.

In view of Sections 149, 197 and any other relevant provisions of the Companies Act, 2013 coming into effect from 1st April 2014 and taking into account the roles and responsibilities of the Managing Directors, it is proposed that Mr.Deepak Patel, Managing Director be paid remuneration not exceeding Rs.125000/- p.m (earlier Rs.50000) in accordance with the provisions of Companies Act, 2013. Other terms and conditions shall remain unchanged.

Accordingly, a fresh approval of the members is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013 for payment of increased remuneration by way of salary to the Managing Director of the company.

Mr.Kiran Patel and Mr.Shailesh Patel, and Mr.Harshad Dalal are interested in the resolution. None of the other directors are concerned or interested in the resolution. Mr. Deepak Patel is interested in the resolution to the extent of receiving such revised remuneration.

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

By Order of the Board of Directors,
Sd/-

(Kamlesh Upadhyaya)
Company Secretary

Place: Ahmedabad
Date: 24th May 2014

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

In case of members receiving e-mail:

- (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”) 14730016 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 last 8 digits of the demat account/ folio number in the PAN field. • In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (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.14730016 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.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The e-voting period commences on 21st September 2014 (9.00 a.m.) and ends on 23rd September 2014. (6.00 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 22nd August 2014, 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.
- (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.co.in 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 alongwith the Scrutinizer's Report shall be placed on the Company's website www.cejayfinancelimited.com and on the website of CDSL within two (2) working days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

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

Name of Director	Mr.Kirit Dalal	Mr.Bharat Amin	Mr.Bhikhubhai Patel	Mr. Sunil G.Patel
Date of Birth	12-12-1943	06-03-1956	07-04-1950	28-05-1956
Date of Appointment	31-12-2005	31-12-2005	31-03-2010	29-09-2012
DIN No.	00509921	0509903	03031158	05307501
PAN No.	ABVPD0078J	ABQPA0544E	AESPP7142Q	AEIPP4194G
Experience (Yrs.)	42 Yrs	27 Yrs	35 Yrs	27 Yrs
Expertise	Finance, Marketing	Legal, Finance, Taxation	Purchase, Marketing, Finance, Educaionalist	Purchase, Marketing, Production
Other Directorship	Nil	Nil	Nil	Nil
Shareholding in company	1500	Nil	Nil	Nil
Education	B.Com, LL.B	B.Com	II- B.Com	B.Com.(M.S.Uni)
Name of Director	Mr.Harshad Dalal	Mr.Kiran Patel	Mr.Deepak Patel	
Date of Birth	24-11-1937	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.	ABRPD2690K	ACXPP5099H	ACXPP5096J	
Experience (Yrs.)	60 Yrs	25 Yrs	22 Yrs	
Expertise	Production, Purchase, Marketing, Real Estate, Finance	Marketing, Legal, Real Estate, 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	212825	88915	89015	
Education	B.Com	B.Com	B.Com,M.B.A.	