

CEEJAY FINANCE LIMITED

9th Floor, Abhijit-II,
Mithakhali Six Road,
Ellisbridge,
Ahmedabad-380 006.

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Date: 27th August, 2021

To,
The Manager (Listing),
The BSE Limited
25th Floor, P. J. Towers, Dalal Street Fort,
Mumbai - 400 001

Scrip Code: 530789

Sub: Notice of 28th Annual General Meeting of CEEJAY FINANCE LIMITED

Dear Sir/Madam,

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Notice of 28th AGM of the Company for the financial year 2020-21. Following are important dates in this regard.

Sr. No	Particulars	Date
01.	Book Closure	Saturday, 18 th September, 2021 to Saturday, 25 th September, 2021 (both days inclusive)
02.	Cut-off date for E-voting and Dividend	17 th September, 2021
03.	E-voting	Commencement of E-voting -Wednesday, 22 nd September, 2021 at 09.00 AM(IST) End of E-voting-Friday, 24 th September, 2021 at 05.00 PM(IST)
04.	Date of AGM	Saturday, 25 th September, 2021 at 11.00 A.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM")

Kindly acknowledge the receipt and take the above on record.

Thanking You,

Yours Faithfully,

For Ceejay Finance Limited



Shailesh Bharvad
Company Secretary & Compliance Officer

Encl: Notice of 28th Annual General Meeting

NOTICE

NOTICE is hereby given that the **TWENTY EIGHTH ANNUAL GENERAL MEETING** of the members of **CEEJAY FINANCE LIMITED** will be held on Saturday, the 25th September, 2021 at 11.00. A.M. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Financial Statements of the Company for the year ended 31st March, 2021, including the Audited Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss and Cash flow Statement for the year ended on that date and the report of the Board of Directors' and Auditors' report thereon.
2. To declare final dividend at 10% on equity shares (Rs. 01.00/- per share) for the financial year 2020-2021.
3. To appoint Mr. Shailesh Patel (holding DIN: 00081127), Director who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Re-appointment of Mr. Deepak Patel (holding DIN: 00081100) as Managing Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as 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, Mr. Deepak Patel, (DIN: 00081100), Managing Director of the Company whose term of appointment expires on 31st August, 2021, be and is hereby re-appointed as Managing Director of the Company for a period of five years commencing on and from 01st September, 2021 on the following terms and conditions:

1. SALARY

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

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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 Director shall also carry out such other duties as may be entrusted to him by the Board from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

5. Approval of Related Party Transaction(s).

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

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, Prudential Norms prescribed by Reserve Bank of India for Non-Banking Financial Companies, Listing Agreement, SEBI (Listing Obligations and Disclosure requirement) Regulations, 2015 and any other applicable provisions, if any, and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent and approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into any arrangements / transactions / contracts of whatever nature including lend money / borrow money / other financial or non financial transaction(s) with related / interested party(ies) as defined under Companies Act, 2013 or SEBI Listing Regulations or Accounting Standard from time to time, whether material or not, on such terms and conditions including interest with or without security as may be decided by the Board of Directors of the Company or any Committee of the Board for a period commencing from 1st April, 2021 and to remain in force unless revoked or varied by the Company in General Meeting, provided that the total aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with each related party and remaining outstanding at any one point of time to each party shall not be in excess of Rs. 100/- Crores (Rs. Hundred Crores only)."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or Managing Director of the Company be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

Registered Office
C.J. House, Mota Pore,
Nadiad - 387 001
Date: 28th June, 2021

By order of the Board
For CEEJAY FINANCE LIMITED

Sd/-
Shailesh Bharvad
Company Secretary & Compliance Officer

NOTES

- 1) In view of the Continuing COVID-19 pandemic, Ministry of Corporate Affairs (MCA) has vide its General Circular numbers 02/2021; 20/2020; 14/2020 and 17/2020 issued on 13th January, 2021, 5th May, 2020, 8th April, 2020 and 13th April, 2020 respectively read with Circular numbers SEBI/ HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/ CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (SEBI) on 15th January, 2021 and 12th May, 2020 respectively (hereinafter collectively referred to as "the Circulars"), allowed Companies to hold Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of members at a common venue. Hence, in compliance with provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Circulars, the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

Central Depository Services (India) Limited ("CDSL") will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. Instructions for participating/joining in the meeting through VC/OAVM and e-voting during the AGM are explained hereunder at Note No.10 below.

- 2) The relevant Explanatory Statement and reasons in respect of proposed special business pursuant to Section 102(1) of the Companies Act, 2013 are annexed hereto.
- 3) As the AGM shall be conducted through VC/OAVM, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. Members are requested to participate on first come first served basis, as participation through VC/OAVM is limited. Members can login and join 15 (fifteen) minutes prior to the scheduled time of the commencement of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time. Participation is restricted upto 1000 members only. However the participation of large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairperson of the Audit committee, Nomination and remuneration committee and stakeholders Relationship committee, Auditors etc. will not be subject to restriction of first come first served basis.
- 4) Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
- 5) Institutional/ Corporate members are required to send a scanned copy (PDF/JPG format) of its Board or Governing Body Resolution/ Authorization, authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent through its registered email address to the Scrutinizer at the email address viz. csalpeshvekariya@gmail.com or to the Company at shaileshbharvad@ceejaygroup.com.
- 6) Members holding shares in demat form are requested to intimate any change in their address and / or bank details immediately to their Depository Participants and to Registrar & Share Transfer Agent of the Company in case shares are held in physical form.

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- 7) To support 'Green Initiative' shareholders who hold shares in electronic mode and who have not registered their email addresses, so far, are requested to register their email address and changes therein from time to time, with their concerned Depository Participant. Shareholders who holds share in physical mode are requested to register their email addresses with the Company/ Registrar.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

- 8) In compliance with, the MCA and SEBI Circulars, Notice of the Meeting along with the Annual Report for FY 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for FY 2020-21 will also be available on website of the Company, i.e. www.ceejayfinance.com; website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of the CDSL www.evotingindia.com.
- 9) Members holding shares in physical mode and who have not registered/ updated their email addresses with the Company are requested to register/ update their email addresses by writing to the Company with details of folio number along with self-attested copy of PAN card at shaileshbharvad@ceejaygroup.com.

Members holding shares in dematerialized mode are requested to register/ update their email addresses with the relevant Depository Participant.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING AGM ARE AS UNDER:

- 10) Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. The procedure for attending meeting & e-Voting during the AGM is same as the instructions mentioned under the head "INSTRUCTION FOR E-VOTING".
- 11) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned under the head "INSTRUCTION FOR E-VOTING".
- 12) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned here under in the Notes to the Notice. The facility of joining the AGM through VC/OAVM will be available for Members on first come first served basis.
- 13) Members are encouraged to join the Meeting through Laptops / IPads for better experience.
- 14) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 15) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 16) For ease of conduct, members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at shaileshbharvad@ceejaygroup.com. The members who do not wish to speak during the AGM but have queries may send their queries in advance 7 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at shaileshbharvad@ceejaygroup.com. These queries will be replied to by the Company suitably by email. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 17) Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM.
- 18) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through Remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- 19) If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same

shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

- 20) Shareholders who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- 21) Members who need assistance before or during the AGM, can send a request at helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Rakesh Dalvi (022-23058542/43).
- 22) **E-Voting**

In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Circulars, the Company is pleased to provide the e-voting facility through Central Depository Services Limited (CDSL) to its Members holding shares in physical or dematerialized form, as on the cut-off date to exercise their right to vote by electronic means on any or all of the business specified in the accompanying Notice (the "Remote e-voting").

The facility for voting during the AGM will also be made available. Members present in the AGM through VC/OAVM and who have not cast their vote on the resolutions through Remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.

The information with respect to Voting Process and other instructions regarding Remote e-voting are detailed hereinafter under "INSTRUCTION FOR E-VOTING".

- 23) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner as on the cut-off date i.e. Friday, 17th September, 2021. Members holding shares either in physical form or dematerialized form, as on cut-off date only shall be entitled to vote on the Resolutions set forth in the Notice. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
- 24) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- 25) **General information on E-voting**

- (i) The e-voting period commence on, Wednesday, 22nd September, 2021 at 9.00 a.m. and ends on Friday, 24th September, 2021 at 5.00 p.m. During this period, shareholders holding shares either in physical form or in dematerialised mode as on Friday, 17th September, 2021 (cut-off date) may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. Once the vote on resolution is casted by the shareholder, he shall not be allowed to change it subsequently.
- (ii) A member can opt for only one mode of voting e.g. either through remote e-voting or e-voting on the day of the AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail.
- (iii) Mr. Alpesh Vekariya, Practicing Company Secretary (Membership No. FCS: 11100; CP No: 21541) has been appointed as the Scrutinizer to scrutinize the voting during the AGM and the Remote e-voting process in a fair and transparent manner.
- (iv) The Scrutinizer shall first count the votes cast at the meeting, thereafter, unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in employment of the Company.
- (v) The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the AGM make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person so authorised by him in writing, who shall countersign the same.
- (vi) The results shall be declared forthwith by the Chairman or a person so authorised by him in writing on receipt of consolidated report from the Scrutinizer. The Results declared along with Scrutinizer's Report will be displayed on the Notice board of the company at it's registered office and Company's website www.ceejayfinance.com, Stock exchange website www.bseindia.com and CDSL website www.evotingindia.com.

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- 26) Members desiring any relevant information with regard to the Accounts or any other matter at the Annual General Meeting are requested to write to the Company at least 7 (seven) days before the date of the meeting through email at shaileshbharvad@ceejaygroup.com to enable the management to keep the required information available at the meeting.
- 27) The Securities and Exchange Board of India ("SEBI") vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all physical securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to Link Intime India Pvt. Ltd./ the Company. Members holding shares in demat form are requested to submit their PAN and update Bank Details and e-mail ID, with their respective Depository Participant.
- 28) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and relodged transfers of securities. Accordingly, the Company/ Link Intime India Pvt. Ltd. has stopped accepting any fresh lodgment of transfer of shares in physical form.
- Further, SEBI vide its circular no. SEBI/HO/MIRSD/ RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for relodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent for assistance in this regard.
- 29) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the accompanying Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email at shaileshbharvad@ceejaygroup.com.
- 30) Members are entitled to make nomination in respect of shares held by them. Members desirous of making nominations are requested to send the prescribed Form (SH-13) duly filled in and signed by them to the Depository Participants in case the shares are held in electronic form and to Registrar & Share Transfer Agent of the Company in case shares are held in physical form.
- 31) A dividend of Rs. 01.00/- (Rs. One) only per share has been recommended by the Board of Directors for the year ended 31st March 2021, subject to the approval of the Members at the ensuing Annual General Meeting, is proposed to be paid within 30 days from the date of declaration by electronic mode to those shareholders holding shares in electronic form/demat and having registered relevant bank details. In respect of those shareholders holding shares in physical form or in case of electronic payment rejected, the company will dispatch dividend warrants/cheques to such shareholders upon normalization of postal services/at earliest.
- 32) 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 125 of the Companies Act, 2013.
- 33) Shareholders may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of shareholders. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, shareholders are requested to submit the following documents in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Shareholders having valid PAN	10% or as notified by the Government of India
Shareholders not having PAN / valid PAN	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to

be received by them during Financial Year 2021-22 does not exceed ₹ 5,000.00 and also in cases where shareholders provide Form 15G/Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Registered shareholders may also submit any other document as prescribed under the IT Act to claim a lower/Nil withholding tax. PAN is mandatory for shareholders providing Form 15G/Form 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- " Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member,
- " Copy of Tax Residency Certificate ("TRC") for the FY 2021-22 obtained from the revenue authorities of the country of tax residence,
- " Duly attested by member Self-declaration in Form 10F,
- " Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty and Self-declaration of beneficial ownership by the non-resident shareholder,
- " Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member

In case of Foreign Institutional Investors/Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

The aforementioned documents are required to be emailed to our RTA, Link Intime India Private Limited by quoting your Folio number/DP id/Client id, number of shares and PAN details at its email address ahmedabad@linkintime.co.in on or before 10th September, 2021 6:00 PM IST in order to enable the Company to determine and deduct appropriate TDS/ withholding tax. No communication regarding the tax withholding matters would be entertained after 10th September, 2021 6:00 PM IST.

Shareholders are requested to address all correspondence, including dividend related matters, to the RTA, ahmedabad@linkintime.co.in, Link Intime India Private Limited, 5th Floor, 506 to 508, Amarnath Business Centre-1, (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Corner, Off C G Road, Navrangpura, Ahmedabad-380006.

Shareholders may note that in case the tax on the said final dividend is deducted at a higher rate in absence of receipt or insufficiency of the aforementioned details/documents from you, an option is available to you to file the return of income as per Income tax Act 1961 and claim appropriate refund, if eligible.

Disclaimer: This Communication is not to be treated as a tax advice from the Company or its affiliates or Link Intime India Private Limited. Shareholders should obtain the tax advice related to their tax matters from a tax professional.

34) Pursuant to the requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including Regulation 36(3) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, the details and a Statement containing brief resume of Director seeking re-appointment/appointment together with the details of shares held by him/her, if any, is annexed hereto.

Registered Office
C.J. House, Mota Pore,
Nadiad - 387 001
Date: 28th June, 2021

By order of the Board
For CEEJAY FINANCE LIMITED

Sd/-
Shailesh Bharvad
Company Secretary & Compliance Officer

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THE STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4.

Mr. Deepak Patel is 60 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. 01st September 2016 to 31st August 2021. Accordingly his tenure shall be expired on 31st August 2021. On the recommendation of the Nomination and Remuneration Committee, the Board of Directors considered it necessary and appropriate to reappoint him as a Managing Director of the Company from 01st September, 2021 to 31st August, 2026.

The terms of remuneration of Mr. Deepak Patel are given in the resolution under item no. 4 of the Notice. As per requirements of the Companies Act, 2013, 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. 4 of the notice is submitted for the approval of the members.

His brief resume is attached herewith. Mr. Kiran Patel, Mr. Shailesh Patel, are interested in the resolution. The Board recommends passing of the said resolution.

ITEM NO. 5.

Pursuant to the provisions of Section 188 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board of Directors and prior approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the said rules or provisions. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

The Company is entering into arrangements / transactions/contracts including lend money / borrow money / other financial or non financial transaction(s) with related / interested party(ies) as defined under Companies Act, 2013 or SEBI Listing Regulations or Accounting Standard from time to time. However the transactions entered, till the date, with related parties which are in the ordinary course of business and not material. Further, the estimated value of the arrangements / transactions / contracts entered and proposed to enter is likely to exceed 10% of the annual turnover of the Company for the financial year ended on March 31, 2021 and therefore may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations. Thus, these transactions would require the approval of the Members.

The Audit Committee and Board of Directors have approved these transactions which are in the Ordinary Course of Business and at arm's length basis at their respective meetings held on 28th June, 2021 and for good governance and to avoid conflicts also recommended to obtain approval from members. It is therefore proposed to obtain the members' approval for the arrangements/transactions/contracts which may be entered into by the Company with its related parties from time to time.

Nature of business/ arrangements/transactions/contracts:

Inter-Corporate Deposits / donation / Arrangement of Allocation / Reimbursement of Common / Advisory &

Specific Overhead expenses received/paid and/or other expenses/transfer of any resources, services or obligations.

Name of related parties covered under Companies Act, 2013 / Listing Regulations or Accounting Standards, i. Ceejay Tobacco Limited, ii. Ceejay Microfin Limited, iii. Chhotabhai Jethabhai Patel & Co., iv. Chhotabhai Jethabhai Patel Charitable Trust and v. any other related party.

Mr. Deepak Patel, Mr. Kiran Patel and Mr. Shailesh Patel are interested in the resolution being a Director(s)/ promoter(s)/Partner(s)/Trustee(s) in the entity/Company or partnership firm or Trust.

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

Registered Office
C.J. House, Mota Pore,
Nadiad - 387 001
Date: 28th June, 2021

By order of the Board
For CEEJAY FINANCE LIMITED

Sd/-
Shailesh Bharvad
Company Secretary & Compliance Officer

Instructions and Procedure for Remote e-voting, attending the meeting and e-Voting during the AGM

- (i) The voting period begins on Wednesday, 22-09-2021 at 09.00 a.m.(IST) and ends on Friday, 24-09-2021 at 5.00 p.m.(IST) 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 17-09-2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual Shareholders holding securities in Demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing 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 visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/RegistrationEasiRegistration

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWebIdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e Voting period or joining virtual meeting & voting during the meeting.</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. CDSL and NSDL

Login type	Helpdesk details
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 and 22-23058542-43.
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

(v) **Login method for e-Voting and joining virtual meeting for Shareholders other than individual Shareholders holding in Demat form & Physical Shareholders.**

- 1) The Shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter 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 Shareholders holding shares in Demat Form other than individual 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"> • 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. <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 (v).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.

- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.**
- (xvii) **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**
 1. 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.
 2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
 3. 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.
- (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 in the "Corporates" module.
 - 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. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address viz. csalpeshvekariya@gmail.com and to the Company at the email address viz shaileshbharvad@ceejaygroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the Scrutinizer to verify the same.
- (xix) If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Rakesh Dalvi (022-23058542/43).

CEEJAY FINANCE LIMITED

Contact Details:

Company
e-mail ID:

Ceejay Finance Limited
shaileshbharvad@ceejaygroup.com
Phone No.: 0268-2562633/35

Registrar & Transfer Agent
Ahmedabad Office

Link Intime India Pvt. Ltd.
506-508, Amarnath Business Centre-1, (ABC-1),
Besides Gala Business Centre, Near St. Xavier's College Corner,
Off C G Road, Ellisebridge, Ahmedabad - 380 006
Email: ahmedabad@linkintime.co.in Phone. No. 079 - 2646 5179

e-Voting Agency

Central Depository Services (India) Limited
Name of Official - Mr. Rakesh Dalvi
Designation - Manager
Address - 25th Floor, A Wing, Marathon Futurex, Mafatlal Mills Compound,
NM Joshi Marg, Lower Parel (E), Mumbai - 400 013
E Mail ID - helpdesk.evoting@cdslindia.com
Phone/ Helpline No. 022-23058542/43 and 022- 23058738

Scrutinizer

Mr. Alpesh Vekariya, Practicing Company Secretary
E-mail: csalpeshvekariya@gmail.com

Registered Office
C.J. House, Mota Pore,
Nadiad - 387 001
Date: 28th June, 2021

By order of the Board
For CEEJAY FINANCE LIMITED
Sd/-
Shailesh Bharvad
Company Secretary & Compliance Officer

Brief resume of Directors to be re-appointed at this Annual General Meeting are given below pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Mr. Deepak Patel	Mr. Shailesh Patel
Date of Birth	05-07-1961	15-08-1965
Brief Resume of the Director	Wider Experience in Finance, Management, Real Estate and Marketing	Wider Experience in Purchase, Real Estate, Finance & Accounts
Date of Appointment	20-04-1993	12-07-2001
DIN	00081100	00081127
PAN	ACXPP5096J	ACXPP5098G
Experience (Yrs.)	30	25
Expertise	Finance, Marketing, Real Estate	Purchase, Real Estate, Finance & Accounts
Other Directorship	Ceejay Tobacco Limited. Chhotabhai Jethabhai Patel Tobacco products Co. Ltd. Ceejay Microfin Limited. Ceejay Realty Private Limited.	Ceejay Tobacco Limited. Chhotabhai Jethabhai Patel Tobacco products Co. Ltd. Ceejay Microfin Limited. Ceejay Realty Private Limited.
Chairmanship/Membership of Committees of other companies	Refer corporate governance report	Nil
Inter-se relationship between Directors and other Key Managerial Personnel	He is related to Chairman and Director of the Company.	He is related to Chairman and Managing Director of the Company.
Shareholding in Company	7285	7485
Education	B.com, MBA (USA)	B.Com