

JECO EXPORTS & FINANCE LIMITED

Registered office: Raja Road, P.O. Sukchar, 24 Paraganas (N) Kolkata-700115,

Phone No: +91 33 2553 3160/ 2523 2443 Email id: camco@camcoindia.com;

Website: www.jecoexports.com

CIN: L51109WB1982PLC035005

NOTICE

Notice is hereby given that the **37th Annual General Meeting** ("AGM") of shareholders of Jeco Exports & Finance Limited (the "Company") will be held on Monday, **30th Day of September 2019**, at the registered office of the company at Raja Road, P.O. Sukchar, 24 Paraganas (N) Kolkata- 700115 at 02:00 P.M. to transact the following businesses:

ORDINARY BUSINESS

ITEM NO. 1

TO CONSIDER & ADOPT ACCOUNTS

To receive, consider and adopt the Audited Balance Sheet for the period ended 31st March, 2019 including the Statement of Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors & Auditors thereon.

SPECIAL BUSINESS

ITEM NO. 2

Re-Appointment of Mrs. Moulshree Jhunjunwala (DIN:00185781) as a Managing Director of the Company w.e.f. 29.05.2019 for a further period of 3 year i.e. till 28.05.2022.

To consider and if thought fit, to pass with or without modification(s), the following resolutions as **Special Resolutions**:

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 ('Act') and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Smt. Moulshree Jhunjunwala (DIN:00185781) as Managing Director of the Company for a period of three years effective from 29.05.2019 to 28.05.2022, on the terms and conditions as mentioned below and specifically approved with powers to the Board of Directors (which term shall be deemed to include any committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) to alter, amend, vary and modify the terms and conditions of the said re-appointment as they deem fit in such manner and within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof:

Terms & Conditions:

1. This agreement shall be effective from 29th May, 2019 and shall remain effective for 3 years till 28th May, 2022.
2. Smt. Moul Shree Jhunjhunwala entrusted with substantial powers of management which are in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and / or subsidiaries, including performing duties as assigned by the Board from time to time by serving on the boards of such associated companies and / or subsidiaries or any other executive body or any committee of such a company.
3. Smt. Moul Shree Jhunjhunwala shall devote her whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him, Subject to the supervision, control and direction of the Board.
4. Smt. Moul Shree Jhunjhunwala undertakes to employ the best of her skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.
5. This Agreement may be terminated earlier by either Party by giving to the other Party notice of such termination. If such notice is given, the agreement shall come to an end with immediate effect as and when such notice is given.

Remuneration:

6. Smt. Moul Shree Jhunjhunwala performs her duties without remuneration.

Sitting Fees:

7. Smt. MOUL SHREE JHUNJHUNWALA will be paid sitting fees for attending the meetings of the Board of Directors or any Committee thereof. She will be reimbursed the entertainment and other expenses actually incurred for the business of the Company subject to such limits as may be fixed by the Board from time to time.

Miscellaneous:

8. Subject to the provisions of the Act, Smt. MOUL SHREE JHUNJHUNWALA shall not retire as director by rotation till She continues to hold office of the Managing Director.
9. Her office of the Managing Director will come to an end if She ceases to hold office as director for any reason.

10. While She holds the office of Managing Director or at any time thereafter Smt. MOUL SHREE JHUNJHUNWALA will not reveal to any person, or use for her own or somebody else's benefit, any confidential information concerning Company's business or affairs or any trade secrets or processes of the Company and also use her best endeavors to prevent any other person from doing so.
11. This Agreement contains the entire understanding between the Parties and supersedes all previous written or oral agreements, arrangements, representations, and understandings (if any) relating to the subject matter hereof. Parties confirm that they have not entered into this Agreement upon the basis of any representations that are not expressly incorporated into this Agreement. Neither oral explanation nor oral information given by any Party shall alter or affect the interpretation of this Agreement.

RESOLVED FURTHER THAT Smt. Moul Shree Jhunjunwala (DIN: 00185781) Managing Director of the Company be and is hereby authorized, empowered and vested with the substantial powers of the Management of the Company for carrying out the affairs and activities of the Company subject to the superintendence, control and direction of the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

Registered Office:
Raja Road, P.O. Sukchar,
24 Paraganas (N)
Kolkata- 700 115

By order of the Board
For Jeco Exports & Finance Ltd

Date: 29.05.2019

Sd/-
Deepa Agarwal
Company Secretary

NOTES:

1. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES, IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**
2. The Register of Members and Share Transfer Books of the Company shall remain closed from **24.09.2019** to **30.09.2019** (Both days inclusive) for AGM.
3. Shareholders desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready.
4. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Members, who hold the shares in de-materialized form, are requested to bring their client ID and DP ID Nos. for easier identification of attendance at the meeting.
6. Members who hold shares in physical form are requested to notify any change in their address/mandate/bank details/e-mail address to Niche Technologies Pvt Ltd, the Registrar and Share Transfer Agents of the Company and always quote their Folio Number in all correspondence with the Company.
7. Brief particulars of the Directors of the Company proposed to be appointed or re-appointed if any at the ensuing Annual General Meeting are given in the annexure.
8. Members / Proxies should bring the Attendance Slip duly filled in for attending the meeting.
9. Electronic copy of the Notice of the aforesaid Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email IDs, physical copies of the Notice of the aforesaid AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent.
10. Members are requested to register their e-mail addresses with the Company / Depository Participant to enable us to send you the Report and Accounts, Notices etc. in electronic mode, as a measure of support to the Green Initiative in Corporate Governance of the Ministry of Corporate Affairs, Government of India.
11. Members are requested to bring the admission slips along with their copies of the Annual Report to the meeting.

12. The Company has provided facility of e-voting to its members as prescribed under the Companies Act, 2013. The instructions for e-voting are annexed to this Notice.
13. Corporate Members intending to send their authorized representative are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
14. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued there under will be available for inspection by the members at the Annual General Meeting.
16. The instructions for e-voting are as under:

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 37th Annual General Meeting (AGM) by electronic means. Voting rights shall be reckoned on the number of shares registered in the names of the shareholders as on **23.09.2019**. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facilities. The e-voting procedure is given hereunder:

 - (i) The voting period begins on Friday, September 27, 2019 (9.00 a.m. IST) and ends on Sunday, September 29, 2019 (5.00 pm 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 23rd September, 2019 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 venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) 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.
 - (vi) Next enter the Image Verification as displayed and Click on Login.

(vii) 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.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<ul style="list-style-type: none">• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none">• 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 as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach 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.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant < JECO EXPORTS AND FINANCE LIMITED > on which you choose to vote.

- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions-

1. The E-voting rights of the shareholders / beneficial owners shall be reckoned on the paid-up value of equity shares held by them as on September 23, 2019.
2. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 23, 2019, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or Issuer/RTA at ['nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)
3. Mrs. Ekta Chhaparia (FCA Membership No. 301367), partner of E Chhaparia & Associates, Practicing Chartered Accountants has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting process at the AGM in a fair and transparent manner, whose e-mail address is echhaparia.associates@gmail.com
4. 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.jecoexports.com and on the website of CDSL and to the Stock Exchanges on which the shares of the Company are listed within two(2) days of passing of the resolutions at the AGM of the Company.

Registered Office:
Raja Road, P.O. Sukchar,
24 Paraganas (N)
Kolkata- 700 115

Date: 29.05.2019

**By order of the Board
For Jeco Exports & Finance Ltd**

**Sd/-
Deepa Agarwal
Company Secretary**

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

The following Statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

Item No. 2

Smt. Moul Shree Jhunjhunwala, aged about 53 years, is a Graduate and has been working as Director of the Company since May, 1995. Smt. Moul Shree Jhunjhunwala has been Director of the Company for over 24 years. With her rich experience in the field of NBFC business and particularly in running of the Company.

Smt. Moul Shree Jhunjhunwala, with her vision and sheer dedication, who is well-versed in understanding NBFC business, is also equally excellent in ensuring growth by cost control, consistently improving quality and her services is indispensable. She had been actively involved in business strategy, business development and research and development functions in the Company. She is a member in Audit Committee. She is the wife of Shri. Vikram Jhunjhunwala and Daughter of Shri. Bijay Kumar Mohata. As on 31st March, 2019, She was not holding any no. shares of the company.

Smt. Moul Shree Jhunjhunwala was appointed pursuant to provisions of Sections 196, 197, 203 read with Schedule V to the Companies Act, 2013 by the members of the Company and her term has expired on 28th May, 2019.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 29th May, 2019, subject to approval of Members at this Annual General Meeting and considering the increased activities, responsibilities and contribution of Smt. Moul Shree Jhunjhunwala in development and growth of the Company, consent of the Members was sought for the re-appointment of Smt. Moul Shree Jhunjhunwala as a Managing Director of the Company for further period of 3 years w.e.f. 29.05.2019 to 28.05.2022, on the terms and conditions as set out in this item of the Notice.

Smt. Moul Shree Jhunjhunwala satisfied all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (including any amendments thereto) as also the conditions set out under sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for re-appointment.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Smt. Moul Shree Jhunjhunwala as a Managing Director of the Company w.e.f. 29th May, 2019 to 28th May, 2022.

A Copy of Agreement entered into between the Company and Smt. Moul Shree Jhunjhunwala for re-appointment of his terms is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

None of the Directors, key managerial personnel and their relatives except Shri. Shivanshu Jhunjhunwala is interested, financially or otherwise in the above Resolution.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) of ICSI.

II. DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI LISTING REGULATIONS AND APPLICABLE SECRETARIAL STANDARDS 2 (SS - 2) BY ICSI:

(I) Re-Appointment of Smt. Moulshree Jhunhunwala (DIN: 00185781) as an Managing Director of The Company w.e.f. 29th May, 2019 Upto 28th May, 2022 (Item No. 2).

For the details of Smt. Moulshree Jhunhunwala (DIN: 00185781), please refer to the above explanatory statement in respect of the Special Business set out at Item No. 2 of the Notice of Annual General Meeting pursuant to Section 102 of the Act.

JECO EXPORTS & FINANCE LIMITED

Registered office: Raja Road, P.O. Sukchar, 24 Paraganas (N) Kolkata-700115,

Phone No: +91 33 2553 3160/ 2523 2443 Email id: camco@camcoindia.com;

Website: www.jecoexports.com

CIN: L51109WB1982PLC035005

37th ANNUAL GENERAL MEETING

ATTENDANCE SLIP

DATE	VENUE	TIME
Monday, 30th September, 2019	Registered Office	02:00 PM

Name of the Member(s)/ Proxy:	
Address:	
E-mail id:	
Folio No./Client id:	

I certify that I am a Member/Proxy for the Member holding _____ Equity Shares. I hereby record my presence at the 37th Annual General Meeting of the shareholders of the Company

Please ✓ in the box Member Proxy

Name of the Proxy in Block letter
Member/Proxy

Signature of the Attending

Notes: Shareholder/Proxy wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over at the entrance duly signed.

1. The electronic voting particulars are set out below:

EVSN (E-Voting Sequence No.)	User ID	PAN / Sequence No.
190905073		

Please refer to the attached AGM Notice for instructions on E-Voting.

2. E-Voting facility is available during the following period:

Commencement of E-Voting	End of E-Voting
September 27, 2019 at 9.00 A.M.	September 29, 2019 at 5.00 P.M.

JECO EXPORTS & FINANCE LIMITED
Registered office: Raja Road, P.O. Sukchar, 24 Paraganas (N) Kolkata-700115,
Phone No: +91 33 2553 3160/ 2523 2443 Email id: accounts1@camcoindia.com;
Website: www.jecoexports.com
CIN: L51109WB1982PLC035005
37th ANNUAL GENERAL MEETING
Form No. MGT-11- 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)/ Proxy:		
Address:		
E-mail id:		
Folio No./Client id:	DP Id:	

I/ We being the member ofequity shares of the above mentioned company, hereby appoint

1. Name:
 Address:
 E-mail Id:
 Signature: _____ or failing him

2. Name:
 Address:
 E-mail Id:
 Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 36th Annual General Meeting of members of the Company, to be held on Monday 30th September, 2019 at 02:00 P.M. at the registered office of the Company, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Brief description of Resolution
1	Approval and adoption of Profit & Loss Account and Balance Sheet as at 31.03.2019
2	Re-Appointment of Mrs. Moulshree Jhunhunwala (DIN: 00185781) as a Managing Director of the Company w.e.f. 29.05.2019 for a further period of 3 year i.e. till 28.05.2022.

Signed this _____ day of September, 2019.

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.