

J R D FINANCE LIMITED

Regd. Off. : 1/1A, Biplabi Anukul Chandra Street, 5th Floor, Room No. -5G, Kolkata - 700 072
Tel. : +91 33 4006 6062; Email Id : fin.jrd@gmail.com; Website : www.jrdfinance.com
CIN : L65999WB1993PLC058107

Date: 06.08.2025

To,
Head – Listing & Compliance,
Metropolitan Stock Exchange of India Limited (MSEI)
Building A, Unit 205A, 2nd Floor,
Piramal Agastya Corporate Park,
L.B.S Road, Kurla West,
Mumbai - 400 070

Symbol : MSEI- JFL

Sub.: Annual Report for the financial year ended 31st March, 2025 including Notice of 32nd Annual General Meeting in terms of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

In terms of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit a copy of the Annual Report of the Company for the Financial Year 2024-25, including Notice of 32nd Annual General Meeting ("AGM") of the members of the Company, scheduled to be held on Saturday, 30th Day of August, 2025 at 11:00 A.M. The same is also available on the website of the Company at www.jrdfinance.com

You are requested to kindly take the above information on your record and oblige.

Thanking you,

Yours faithfully,
For **J R D Finance Limited**

Pritha Sinha Pandey
Company Secretary & Compliance Officer

Encl.: As above

J R D FINANCE LIMITED

ANNUAL REPORT

2024-25

J R D FINANCE LIMITED
CIN: L65999WB1993PLC058107

BOARD OF DIRECTORS

& KMP

Mr. Dilip Kumar Choudhary- Director
Mr. Ganga Saran Pandey- Director
Mrs. Ayeshi Chanak - Director
Mr. Jitendra Kumar Bhagat - Director
Mr. Himangshu Mondal - Chief Financial Officer

AUDITORS

M/s. Gupta & Manglik
Chartered Accountants
Kolkata

**COMPANY SECRETARY &
COMPLIANCE OFFICER**

Mrs. Pritha Sinha Pandey

BANKERS

Union Bank of India
RBL Bank.

**REGISTERED OFFICE
& SHARE DEPARTMENT**

"Electronic Centre"
1/1A Biplabi Anukul Chandra Street,
5th Floor, Room No. 5G, Kolkata - 700 072
Tel No. (033) 2212 6083/4006 6062
e-mail: fin.jrd@gmail.com
website : jrdfinance.com

**REGISTRAR
& SHARE TRANSFER AGENT**

S.K Infosolutions Pvt. Ltd.,
D/42, Katju Nagar Colony, Ground Floor,
Near South City Mall, Kolkata - 700032
Phone no.: (033) 2412 0027/ 2412 0029
Facsimile no.: (033) 2412 0027
E Mail: contact@skcinfo.com
Website : www.skcinfo.com

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of the **J R D Finance Limited** will be held at 1/1A Biplabi Anukul Chandra Street, 5th Floor, Room No. 5G, Kolkata – 700 072 on Saturday, the 30th day of August, 2025 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025 with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Ayeshi Chanak (DIN - 08656156), who retires by rotation and being eligible offers herself for re-appointment as a Director liable to retire by rotation and in this regard to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Ayeshi Chanak (DIN - 08656156), who retires by rotation at this Annual General Meeting and being eligible for re-appointment, be re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESSES:

3. To Designate Mr. Dilip Kumar Choudhary as whole time director of the Company and to fix remuneration payable to him:

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

“RESOLVED THAT pursuant to Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof) read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded for appointment and terms of remuneration of Mr. Dilip Kumar Choudhary (DIN: 00080390) as Whole-time Director of the Company for a period of Three (3) years commencing from June 1, 2025 to May, 31, 2028 as recommended by Nomination and Remuneration Committee and approved by the Board of Directors, upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of her appointment), with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Dilip Kumar Choudhary.

RESOLVED FURTHER THAT Mr. Dilip Kumar Choudhary (DIN: 00080390) will be a director liable to retire by rotation and his reappointment as such director shall not be deemed to constitute a break in his appointment as Whole-time Director.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

4. Appointment of Secretarial Auditor

To consider and if thought fit, pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of Anand khandelia, Company Secretaries (**Peer Review No. 3985/2023**) as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing from financial year 2025-26 to 2029-30 at such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors, in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed by the Board and the Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.”

By order of the Board
For **J R D FINANCE LTD.**

Sd/-
Pritha Sinha Pandey
Company Secretary & Compliance Officer

Registered Office:

1/1A, Biplabi Anukul Chandra Street,
5th Floor, Room No. 5G
Kolkata – 700 072
Date: 5th August, 2025

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS UP TO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY, DULY FILLED, STAMPED AND SIGNED, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING. IN THIS NOTICE, THE TERMS MEMBER(S) OR SHAREHOLDER(S) ARE USED INTERCHANGEABLY.
2. The Explanatory Statements and reasons for the proposed Special Resolutions pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) form part of the Explanatory Statement forming part of this Notice.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Members and Share Transfer books of the Company shall remain closed from Monday, 25th August, 2025 to Saturday, 30th August, 2025 (both days inclusive).
5. Members/proxies/authorized representatives are requested to bring the duly filled attendance slip to attend the Annual General Meeting along with their copy of Annual Report.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
7. Members who are holding shares in the demat form are requested to bring their Depository ID Number and Client ID Number to facilitate easier identification for attendance at the meeting.
8. In line with the MCA Circulars the Notice calling the AGM along with Annual Report 2024-25 is being sent only through electronic mode to those members whose e-mail address is registered with the Company or the Depository Participant(s). Members may note that the Notice of AGM along with Annual Report has also been uploaded on the website of the Company at www.jrdfinance.com, website of Metropolitan Stock Exchange of India Limited at www.msei.in. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM) at www.evotingindia.com. Members (Physical / Demat) who have not registered their email addresses with the company can get the same registered with the company by requesting to our Registrar and Share Transfer Agent i.e. M/s. S.K Infosolutions Pvt. Ltd. (RTA) at compliance@skcinfo.com or to the Company at fin.jrd@gmail.com.
9. Members can avail themselves, the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail themselves of this facility may send their nominations in the prescribed Form No. SH- 13 duly filled in to the Company's RTA. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail ID, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their respective Depository Participant(s) in case the shares are held in electronic form and to the Company's RTA in case the shares are held in physical form.

11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed dividend account; exchange of securities certificate; sub-division of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, on the website of the Company's RTA at <https://skinfo.in/notice.php>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
12. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or S.K Infosolutions Pvt. Ltd. for assistance in this regard.
13. Members desirous of asking any questions at the Annual General Meeting and desiring any information as regards the Accounts are requested to write to the Company at least ten days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank particulars by every participant in the securities market. Shareholders holding shares in electronic form are therefore requested to submit their PAN and Bank details to their Depository Participant and shareholders holding shares in physical form are requested to submit their PAN and Bank details to the Company's Registrar and Share Transfer Agents, S.K Infosolutions Pvt. Ltd., D/42, Katju Nagar Colony, ground floor, near South City Mall, Kolkata – 700032. Those shareholders who has already updated/provided the above said details need not require sending the same again.
15. The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e. Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from 1st January 2022, any service requests or complaints received from the members will not be processed by RTA till the aforesaid details / documents are provided to RTA. On or after 1st April 2023, in case any of the above cited details / documents are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at <https://www.jrdfinance.com>.
16. Pursuant to section 72 of the Act read with SEBI circular dated 16th March 2023, members holding shares in physical form are advised to update their nomination details in the prescribed Form SH-13 or SH-14 or Form ISR-3 (Declaration for opting-out of Nomination). The forms can be downloaded from the website of the Company at <https://www.jrdfinance.com/kyc-update.html>. In respect of shares held in electronic/demat form, the members may contact their respective DP.
17. The Financial Statements of the Company for the financial year ended 31st March 2025 and reports of the Board of Directors and the Auditors' Report thereon and all other documents required by law to be annexed or attached to the Financial Statements shall be available for inspection at the Registered Office of the Company on all working days, except Saturday, during business hours between 11.00 a.m. and 1.00 p.m. up to the date of ensuing date of Annual General Meeting.
18. **Voting through Electronic means:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting the votes by the members using an electronic voting system from a place other than

venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

- II.** The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The process and manner for remote e-voting are as under:

- i. The remote e voting period begins on Wednesday, 27th August, 2025 at 9.00 a.m. and ends on Friday, 29th August, 2025 at 5.00 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 Saturday, 23rd August, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of SEBI Listing Regulations, 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 e-voting service providers (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.
- v. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with 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. 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.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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>
Individual Shareholders holding securities in demat mode with NSDL	<p>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.nsdl.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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</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 toll free no. 1800 21 09911.
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 022-4886 7000 and 022-2499 7000

Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 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 Physical shareholders and other than individual shareholders holding shares in Demat.
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.

- i. After entering these details appropriately, click on “SUBMIT” tab.
- ii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- iii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- iv. on the EVSN for the relevant J R D FINANCE LIMITED on which you choose to vote.
- v. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- vi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- vii. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- viii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- ix. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- x. 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.
- xi. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) 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.
 - d) 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.
 - e) 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.
 - f) 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 and to the Company at the email address viz; akkhandelia@rediffmail.com and fin.jrd@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to **Company email id i.e. fin.jrd@gmail.com /RTA email id i.e. contact@skcinfo.com.**

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.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

19. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Saturday, 23rd August, 2025.
20. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Saturday, 23rd August, 2025, may obtain the login Id and password by sending a request at helpdesk.evoting@cdslindia.com.
21. The Company has appointed Mr. Anand Khandelwa, Company Secretaries, (Membership No. 5803; CP No: 5841), to act as the Scrutinizer for conducting the remote e-voting process as well as the voting at the AGM, in a fair and transparent manner.
22. The Chairman shall, at the 32nd Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
23. The Scrutinizer shall, after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
24. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.jrdfinance.com and on the website of CDSL www.cdslindia.com immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Metropolitan Stock exchange of India Limited, Mumbai, where the shares of the Company are listed.
25. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 and Documents pertaining to the items referred to in the Notice will be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting and also at the meeting, will be available for inspection.
26. Details of Directors seeking appointment/re-appointment at the Annual General Meeting as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Director & DIN	Ms. Aayeshi Chanak (DIN-08656156)
Date of Birth	24th May, 1989
Date of first Appointment	3rd January, 2020

Qualification	Secondary School
Expertise in Specific Functional areas	She has an expertise of more than 9 years in the field of general administration.
Directorship held in listed Companies	Nil
Committee Membership in other Listed Companies	Nil
Shareholding in the Company	Nil
Relationship with other directors and KMP of the Company	None

Name of the Director & DIN	Mr. Dilip Kumar Choudhary (DIN-0080390)
Date of Birth	04/06/1975
Qualification	B.A
Expertise in Specific Functional areas	He has over 13 years of experience in the fields of Accounts and financial matters. Further he is also act as a director of the Company since 27 th May, 2017.
Shareholding in the Company	Nil
Directorship held in other listed Companies	Nil
Committee Membership in other Listed Companies	Nil
Relationship with other directors and KMP of the Company	None

By order of the Board

For J R D FINANCE LTD.

Sd/-

Pritha Sinha Pandey
Company Secretary & Compliance Officer

Registered Office:

1/1A, Biplabi Anukul Chandra Street,
5th Floor, Room No. 5G
Kolkata – 700 072
Date: 5th August, 2025

ANNEXURE TO NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 OF THE COMPANIES ACT, 2013****Item No. 3:**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on May 29, 2025, approved the appointment Mr. Dilip Kumar Choudhary (DIN: 00080390) as the Whole-time Director of the Company for a period of three years, commencing from June, 1, 2025 to May 31, 2028, subject to the approval of the Members of the Company.

Upon his appointment, Dilip Kumar Choudhary would be considered as a Key Managerial Personnel ("KMP") pursuant to Section 203 of the Act and will be liable to retire by rotation pursuant to Section 152 of the Act and his reappointment as such director shall not be deemed to constitute a break in his appointment as Whole-time Director.

Dilip Kumar Choudhary has confirmed that he is not disqualified from being appointed as Director in terms of the provisions of Section 164(1) and (2) of the Act. Dilip Kumar Choudhary has provided his consent for such appointment and has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority, pursuant to circulars issued by the Metropolitan Stock Exchange of India Limited, pertaining to the enforcement of SEBI orders regarding the appointment of Directors by the listed companies.

Relevant details of his appointment is given in Point No. 26 of the notes to this Notice. The main terms and conditions of the appointment of Mr. Dilip Kumar Choudhary are given below:

- A. Tenure of Appointment:** The appointment as a Whole-time Director is for a period of three (3) years commencing from June 1, 2025 to May 31, 2028.
- B. Nature of Duties:** Mr. Dilip Kumar Choudhary shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board of Directors of the Company from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
- C. Remuneration:** Rs. 27,000/- per month with effect from 01.06.2025 including all allowances, perquisites and benefits.

Notwithstanding anything herein contained, where in any financial year during the period of his office as Whole Time Director, if the Company has no profits or its profits are inadequate, the Company may, without further approval of members of the Company, but with such other approvals, sanctions or permissions, if any, required for such, pay him remuneration by way of salary, allowances, perquisites not exceeding Rs. 27,000/- per month or the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Dilip Kumar Choudhary.

D. Other terms of Appointment

The other terms and conditions of appointment shall inter alia, include the following:

- (i) The terms and conditions of the appointment of Mr. Dilip Kumar Choudhary may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Dilip Kumar Choudhary, subject to such approvals as may be required.
- (ii) The appointment may be terminated by either party by giving to the other party one month notice of such termination or the Company except any personal reasons of Mr. Dilip Kumar Choudhary.

- (iii) All Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to Dilip Kumar Choudhary, unless specifically provided otherwise.
- (iv) The terms and conditions of appointment of Dilip Kumar Choudhary also include clauses pertaining to adherence with the Code of Conduct and maintenance of confidentiality of the Company.
- (v) If at any time, Dilip Kumar Choudhary ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Whole-time Director of the Company. In case of termination for any reason whatsoever, Dilip Kumar Choudhary will cease to be the Director of the Company.

Notwithstanding the above, the Board, may at its absolute discretion decide to continue him as a Director or an employee of the Company.

Other information in terms of Companies Act, 2013 read with regulation made thereunder.

I. General Information:

- (1) Nature of Industry: The Company is Non-Banking Finance Company.
- (2) Date or expected date of commencement of commercial production: Not Applicable.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- (4) Financial Performance based on given indicators:

Particulars	Rs. In Lakhs		
	F.Y. 2022-23	F.Y. 2023-24	F.Y. 2024-25
Total Revenue	310.31	306.23	325.01
Profit/(Loss) before Tax	7.77	8.66	12.18
Profit/(Loss) after Tax	3.74	6.54	9.09

- (5) Foreign Investments or collaboration: The Company has not received any foreign investments and not entered into any foreign collaboration.

II. Information about the Appointee:

- (1) Background details: Mr. Dilip Kumar Choudhary is associated with the company since 27.05.2017 and based on the recommendation of the nomination and remuneration committee, the Board of Directors in their meeting held on 29th May, 2025, has decided to appoint him as the Whole Time Director of the Company
- (2) Past Remuneration: NIL
- (3) Recognition or Award: NIL
- (4) Job Profile and his suitability: He is a graduate and has extensive knowledge in the field of Accounts and financial matters. His dynamism and the business acumen will be of great asset to the Company
- (5) Remuneration Proposed: Rs. 27,000/- per month with effect from 01.06.2025
- (6) Comparative remuneration profile with respect to the industry, size of the Company, profile of the position and person: Not Applicable
- (7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: There is no pecuniary relationship with the Company. Further he does not hold any shares of the Company.

III. Other Information:

- (1) Reasons of inadequate profits: Due to the incremental of the operating expenses, the Company had inadequate profit.
- (2) Steps taken or proposed to be taken for improvement: The Company has undertaken stringent cost actions and continues to curtail both employee and non-employee costs. Also, management continues to explore avenues to increase revenues through investment in its capabilities.

- (3) Expected increase in productivity and profits: The Company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the Company will improve further in near future.

In compliance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Act, as amended from time to time, the terms of appointment and remuneration of Mr. Dilip Kumar Choudhary as specified above are now being placed before the Members for their approval as a Special Resolution.

Since the Company is operating inadequate profit, the above proposal requires approval of shareholders of the Company. Hence, the proposal is before the shareholders for approval.

The Board recommends the Special Resolution as set out in Item No. 3 of this Notice for approval of the Members.

Except Mr. Dilip Kumar Choudhary and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the Resolution as set out in Item No. 3 of this Notice

Item No. 4:

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, ("the Act") and Regulation 24A of the SEBI Listing Regulations, Anand Khandelia, Company Secretaries (**Peer Review No. 3985/2023**) has served as Secretarial Auditors of the Company for the financial year 2024-25.

Pursuant to the amended provisions of Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024, the Company is now required to appoint the Secretarial Auditor for a period of 5 consecutive years with the approval of the Members at its Annual General Meeting ("AGM") and such Secretarial Auditor(s) must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified under the SEBI Listing Regulations. Further, as per the said Regulation, any association of the individual or the firm as the Secretarial Auditor(s) of the Company before March 31, 2025 shall not be considered for the purpose of calculating the tenure of the Secretarial Auditor(s).

Anand Khandelia, Company Secretaries, is a Peer Reviewed Proprietorship Firm, having Peer Review No. 3985/2023, led by CS Anand Khandelia (Membership No. FCS-5803 and CoP. No. 5841). CS Anand Khandelia is a fellow member of the Institute of Company Secretaries of India with more than 20 years of post-qualification experience in areas of Corporate Laws, Secretarial, Accounts, Audit, Taxation and Finance. They offer a wide range of Corporate Law and Secretarial services to their diverse client base, including Secretarial Audits of some of the reputed corporates in India.

Anand Khandelia, meet all the eligibility and independence criteria, to act as the Secretarial Auditors of the Company and have given their consent to act as the Secretarial Auditors of the Company for a period of 5 consecutive years commencing from financial year 2025-26, if appointed.

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of Anand Khandelia as Secretarial Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this AGM till the conclusion of 37th AGM of the Company due to be held in the Year 2030, covering the financial year ending on March 31, 2026 till financial year ending March 31, 2030, subject to the approval of the members of the Company.

Mr. Anand Khnadelia have given his consent to act as Secretarial Auditor of the Company for consecutive term of five years. The consent letter of Anand Khandelia will be available for inspection of Members at the Registered Office of the Company on all working days, except Saturdays, from 11:00 a.m. to 1:00 p.m. up to the date of the AGM and also at the AGM.

The Board Recommends the Resolution set out at Item No. 4 for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in this resolution.

By order of the Board

For J R D FINANCE LTD.

Sd/-

Pritha Sinha Pandey

Company Secretary & Compliance Officer

Registered Office:

1/1A, Biplabi Anukul Chandra Street,

5th Floor, Room No. 5G

Kolkata – 700 072

Date: 5th August, 2025

DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2024-25**To,****The Members,**

Your directors' take pleasure in presenting the 32nd Annual Report on the business and operations of the Company together with the Audited Financial Statements of the Company for the financial year ended 31st March, 2025.

FINANCIAL HIGHLIGHTS:

During the year under review, performance of your company as under:

(₹ in Lakhs)

Particulars	Year ended 31 st March 2025	Year ended 31 st March 2024
Revenue from Operation	324.68	305.32
Other Income	0.33	0.91
Profit/(Loss) before Interest , Depreciation and Tax	177.59	161.09
Less: Interest Expenses	164.42	152.43
Less Depreciation	0.99	-
Profit/(Loss) before Tax	12.18	8.66
Less: Tax Expense (Current & Deferred)	3.07	2.12
Less: Income tax for earlier years	0.02	-
Profit/(Loss) after tax	9.09	6.54
Other Comprehensive Income	-	-
Total Comprehensive Income for the Period	9.09	6.54
Transfer to Reserve Fund (U/s 45IC of RBI Act)	1.82	1.31

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK:

Your Company has been mainly into loan and investment activities. There has been no change in the business activities of the Company during the financial year ended 31st March, 2025.

The Company achieved revenue from operation of ₹324.68 Lakhs compared to ₹305.32 Lakhs during previous year. Your company earned a net profit to the tune of ₹9.09 Lakhs as compared to last year's net profit of ₹6.54 Lakhs.

CHANGE IN NATURE OF BUSINESS:

The Company continues to operate only in one segment i.e. Non-Banking Financial Activities and there is no change in nature of business of the Company.

DIVIDEND:

After careful assessment of the available profit during the financial year ended 31st March, 2025, your Directors have not recommended any dividend for the financial year ended 31st March, 2025.

TRANSFER TO RESERVES:

The Company during the year under review, has transferred ₹1.82 Lakhs to Special Reserve created under Section 45-IC of the RBI Act, 1934. Except the said amount the Company has not transferred any amount to any Reserves for the year under review.

SHARE CAPITAL:

During the financial year the authorised share capital of the company has been increased from Rs. 23,50,00,000/- (Rupees Twenty Three Crores Fifty Lakhs Only) divided into 35,00,000 (Thirty Five Lakhs) Equity Shares of Rs. 10/- each and 20,00,000 (Twenty Lakhs) 5% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each to Rs. 25,50,00,000 /- (Rupees Twenty Five Crores Fifty Lakhs Only) by creation of additional 20,00,000 (Twenty Lacs) Equity Shares of Rs. 10/- in terms of special resolution passed by the members of the Company at 31st Annual General Meeting held on 26th September, 2024.

During the year under review , the Company has issued and allotted 6,50,000 fully paid-up Equity Shares having face value of Rs. 10/- each, at a price of Rs. 50/- (Rupees Fifty) per Equity Share, including a premium of Rs. 40/-(Rupees Forty) per Equity Share, aggregating to Rs. 3,25,00,000/- (Rupees Three Crores Twenty Five Lakhs), - on preferential basis at the board meeting held on 7th March, 2025.

Consequently, as on 31st March, 2025, the Issued and Subscribed Share Capital of your Company stands at ₹ 23,70,00,000/- consisting of 37,00,000 Equity shares of ₹ 10/- each and 20,00,000 5% Non-Cumulative Non-Convertible Redeemable Preference Shares (NCNCRPS) of ₹ 100/- each and, the Paid up share capital of the company stands at ₹ 23,37,03,000/- consisting of 33,70,300 Equity shares of ₹ 10/- each and 20,00,000 5% Non-Cumulative Non-Convertible Redeemable Preference Shares (NCNCRPS) of ₹ 100/- each as fully paid up.

ANNUAL RETURN:

Pursuant to the provisions of Section 92 (3) and 134 (3) read with Rule 12 of the Companies (Management and Administration) Rules, 2014, annual return of the company as on 31st March, 2025 in prescribed form MGT -7 is available at the website of the Company www.jrdfinance.com.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the financial year ended 31st March, 2025, Your Company's Board comprised of 4 Directors - 2 Non-Executive Independent Directors, 1 Non-Executive Director and 1 Non-Executive Woman Director.

Name of the Director	Category
Mr. Dilip Kumar Choudhary	Non Executive Director
Mr. Ganga Saran Pandey	Non Executive Independent Director
Mr. Jitendra Kumar Bhagat	Non Executive Independent Director
Ms. Ayeshi Chanak	Non Executive Woman Director
Mr. Himangshu Mondal	Chief Financial Officer
Ms. Pritha Sinha Pandey	Company Secretary & compliance Officer

The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business of the Company.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Ms. Ayeshi Chanak (DIN: 08656156) director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers herself for re-appointment.

Shareholders at the Annual General Meeting held on 26th September, 2024 approved the appointment of Mr. Ganga Saran Pandey (DIN: 02292513) as a Director in Independent non-executive category of the Company for a term of consecutive 5 years from 26th September, 2024 to 25th September, 2029.

On the recommendation of Nomination and Remuneration Committee, the Board approved the appointment of Mr. Dilip Kumar Choudhary as the Whole-time Director of the Company with effect from 1st June, 2025 to 31st May, 2028 subject to approval of Shareholders in the ensuing Annual General Meeting.

Mr. Himangshu Mondal (DIN-06984911), ceased to be an Independent Director of the Company after completion of second term in the Company with effect from the close of business hours on 25th September, 2024. Further the Board of Directors of the Company at its meeting held on 13th February, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee and Audit committee approved the appointment of Mr. Himangshu Mondal as a Chief Financial officer of the Company with effect from 14th February, 2025.

Mr. Asish Kumar Panda resigned from the post of Chief financial officer with effect from the close of business hours on 13th February, 2025 due to personal reason. The Board appreciates the valuable service rendered by him during his tenure

STATUTORY DISCLOSURES:

None of the Directors of the Company are disqualified as per the provision of Section 164 of the Companies Act, 2013. All the Directors have made the necessary disclosures as required by the various provisions of the Act.

DECLARATION OF INDEPENDENT DIRECTORS:

All the Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

DETAILS OF BOARD MEETINGS:

During the Financial Year ended 31st March, 2025, 7 (Seven) Board Meetings were held respectively on 16th April, 2024, 29th May, 2024, 13th August, 2024, 12th November, 2024, 20th January, 2025, 13th February, 2025 and 7th March, 2025. The intervening gap between the meetings was within the period prescribed under Section 173(1) of the Companies Act, 2013.

ATTENDANCE OF THE DIRECTORS IN THE BOARD MEETINGS:-

Name	Number of Meeting during the Financial Year 2024-25	
	Held	Attended
Mr. Dilip Kumar Choudhary	7	7
Mr. Himangshu Mondal	3	3
Mr. Ganga Saran Pandey	4	4
Mr. Jitendra Kumar Bhagat	7	7
Ms. Ayeshi Chanak	7	7

Independent Directors Meeting:

During the financial year ended 31st March, 2025, two meeting of the Independent Directors was held on 7th March, 2025 to discuss the followings:

- Evaluation of the performance of the Non-Executive Directors and Board of Directors as a whole;
- Taking into account views of the Executive and Non-executive Directors;
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Meeting was attended by all the Independent Directors.

COMMITTEES OF THE BOARD:**AUDIT COMMITTEE:**

The Board has set up the Audit Committee with two Independent Directors and one non-executive Non-Independent Director. Details of composition of audit committee is given below:

Name	Category	Position Held	Number of Meeting during the Financial Year 2024-25	
			Held	Attended
*Mr. Ganga Saran Pandey	Independent Director	Chairperson	2	2
Mr. Jitendra Kumar Bhagat	Independent Director	Member	4	4
**Mr. Dilip Kumar Choudhary	Non-Executive Non Independent	Member	4	4
#Mr. Himangshu Mondal	Independent Director	Chairperson	2	2

* Mr. Ganga Saran Pandey was appointed as the Chairman of the Audit Committee with effect from 26.11.2024 due to reconstitution.

Mr. Himangshu Mondal ceased to be Chairperson and member of the Audit Committee due to cessation of director after completion of his term as independent director with effect from 25.09.2024.

** Designation of Mr. Dilip Kumar Choudhary has been changed from Non-Executive Non-Independent Director to Executive Director after appointment as a whole time director with effect from 01.06.2025.

The Audit Committee met Four (4) times during the financial year ended 31st March, 2025 respectively on 29th May, 2024, 13th August, 2024, 12th November, 2024 and 13th February, 2025. The maximum time gap between any two consecutive meetings did not exceed One Hundred and Twenty days. The necessary quorum was present for all the meetings.

Statutory Auditors and Internal Auditors or their representatives are permanent invitees for the meetings of the Committee. The Company Secretary acts as the Secretary to the Committee.

Mr. Dilip Kumar Choudhary, a member of the Audit Committee attended the Annual General Meeting of the Company held on 26th September, 2024 and he ensured that necessary clarifications and explanations were provided to the Members of the Company on issues regarding accounts and finance.

The Quarterly Un-audited Financial Results as well as the Annual Financial Statements are reviewed and examined by the members of the Audit Committee before recommendation of the same to the Board of Directors of the Company for their perusal and approval. The Audit Committee ensures an effective internal control system.

NOMINATION AND REMUNERATION COMMITTEE:

The Board has set up the Nomination and Remuneration Committee with two Independent Directors and one Non-Executive Non-Independent Director. Details of composition of Nomination and Remuneration Committee is given below:

Name	Category	Position Held	Number of Meeting during the Financial Year 2024-25	
			Held	Attended
*Mr. Ganga Saran Pandey	Independent Director	Chairperson	1	1
Mr. Jitendra Kumar Bhagat	Independent Director	Member	2	2
**Mr. Dilip Kumar Choudhary	Non-Executive Non Independent Director	Member	2	2
#Mr. Himangshu Mondal	Independent Director	Chairperson	1	1
##Ms. Aayeshi Chanak	Non-Executive Non Independent Director	Member	0	0

* Mr. Ganga Saran Pandey was appointed as the Chairman of the Nomination and Remuneration Committee with effect from 26.11.2024 due to reconstitution.

** Designation of Mr. Dilip Kumar Choudhary Ceased to be a member of the Nomination and Remuneration Committee with effect from 01.06.2025.

Mr. Himangshu Mondal ceased to be the Chairperson and member of the Nomination and Remuneration Committee due to cessation of director after completion of his term as independent director with effect from 25.09.2024.

Ms. Aayeshi Chanak appointed as a member of the Nomination and Remuneration Committee with effect from 01.06.2025 due to reconstitution.

The Committee met twice during the year on 13th August, 2024, and 13th February, 2025. The necessary quorum was present at the meeting.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee of the Company is newly constituted with effect from 01.06.2025 in accordance with the Regulation 20 of the Listing Regulations read with Section 178 of the Act., comprising of 3 Directors as members (i.e. 2 Non-executive Independent Director and 1 Executive Director). Since the Stakeholders Relation Committee is newly constituted, there is no meeting held during the Financial Year ended 31st March, 2025. Details of composition of Nomination and Remuneration Committee is given below:

Name	Category	Position Held
Mr. Ganga Saran Pandey	Independent Director	Chairperson
Mr. Jitendra Kumar Bhagat	Independent Director	Member
Mr. Dilip Kumar Choudhary	Executive Director	Member

BOARD EVALUATION:

In terms of the provisions of the Companies Act, 2013 and SEBI Listing Regulations, a structured questionnaire was prepared after taking into consideration the various aspects of the Board functioning like composition of the Board and its committees, culture, execution and performance of Specific duties, obligations and governance.

The Board carried out an annual performance evaluation of its own performance, individual directors as well as the working of the committees of the Board. The performance evaluation of Board and committees was carried out by the Board after seeking all inputs from all the directors on the basis of criteria such as composition, structure, effectiveness and functioning of the Board and its respective committees.

The performance evaluation of the individual directors was carried out by the entire Board excluding the director being evaluated. The overall performance of the Directors, Board and Committees of the Board was found satisfactory.

DIRECTORS RESPONSIBILITY STATEMENT:

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of section 134(3) (c) read with section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the year ended on March 31, 2025 and state that:

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2025 and of the profit of the Company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

All contracts / arrangements / transactions entered into by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company has not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The details of the related party transactions as required under Indian Accounting Standard 24 are set out in note 27 to the financial statements forming part of this Annual Report.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN OR SECURITY PROVIDED BY THE COMPANY:

Being an NBFC, the disclosures regarding particulars of loans given, guarantees given and security provided, is exempted under the provisions of section 186(11) of the Act. As regards investments made by the company, the details of the same are provided under financial statements of the company for the year ended 31 March, 2025.

MATERIALITY AND RPT POLICIES:

The policies regarding determining materiality of subsidiary and the policy regarding related party transactions are available at the website of the Company www.jrdfinance.com under the policy tab.

MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year to which this financial statement relates and the date of this report.

CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The provision of Section 134(3) (m) of the Companies Act, 2013, and the rules made there under relating to conservation of energy, technology absorption do not apply to the Company as its activities are not relevant for the same.

There was no foreign exchange earnings and outgo during the financial year under review.

DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES:

The Company does not have any Subsidiary, Joint Venture or Associates Company.

RISK MANAGEMENT:

Risk Management is the process of identification, assessment and prioritization of risks followed by coordinated efforts to minimize, monitor and mitigate/control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. Considering the volume, size and business of the company no major risks have been identified by the Company. However measures have been formulated in the areas such as business, financial, human and statutory compliances. The Company's internal control systems are commensurate with the nature, size and complexity of its operation. At present the Company has not identified any element of risk which may threaten the existence of the company.

The Board of the Company at regular intervals monitors the financial, operational, legal risk to the Company. There is no risk, which in the opinion of the Board may threaten the existences of the company. Pursuant to section 134 (3) (n) of the Act it is stated that at present the company has not identified any element of risk which may threaten the existence of the Company.

PREVENTION OF INSIDER TRADING:

The Company adopted a Code of Conduct as per the Guidelines issued by the Securities and Exchange Board of India as amended from time to time for prevention of Insider Trading which is applicable to the members of the Board and all employees in the course of day-to-day business operations of the Company. The code of conduct framed by the Company has helped in ensuring compliance with the requirements.

ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has an internal control system, commensurate with the size, scale & complexities of its operations. Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. The Management ensures adherence to all internal control policies and procedures as well as compliance with regulatory guidelines. The audit committee of the Board of Directors reviews the adequacy of internal controls. This has improved the management of the affairs of the Company and strengthened transparency and accountability. During the year under review no reportable material weakness in the design or operation were observed.

DEPOSITS:

Being a non-deposit accepting NBFC Company, your Company has not accepted any deposits from the public / members under Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

Considering the turnover/ net worth / net profit of the Company, the provision of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility are not applicable to the Company.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS:

There are no significant and material orders which have been passed by the regulators, courts, tribunals impacting the going concern status of the Company and its future operations.

COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has complied with Secretarial Standards issued by Institute of Company Secretaries of India (ICSI) to the extent applicable to the Company.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at workplace your company has adopted a Policy for prevention of sexual harassment of women at workplace and no such complaints have been reported during the financial year under review.

MATERNITY BENEFIT COMPLIANCE DECLARATION:

In accordance with the provisions of the Maternity Benefit Act, 1961, as amended, and in alignment with the principles of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the same is not applicable to the Company during the financial year under review. However the Board affirms that the Company will comply with all applicable laws and regulations relating to maternity to the extent applicable to the Company.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year under review.

PARTICULARS OF EMPLOYEES, KEY MANAGERIAL PERSONNEL AND RELATED DISCLOSURES:

During the financial year under review, the following were the Key Managerial Personnel of the Company as per the provisions of the Companies Act, 2013:

Pritha Sinha Pandey – Company Secretary and Compliance officer

Ashish Kumar Pandey – Chief Financial Officer (Resigned w.e.f. 13.02.2025)

Mr. Himangshu Mondal – Chief Financial Officer (Appointed w.e.f. 14.02.2025)

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- (i) The ratio of the remuneration of each director/KMP to the median employee's remuneration for the financial year as prescribed is as given below:

Sr. No.	Name of KMP	Remuneration of KMP for FY 2024-25 (₹)	Remuneration of KMP for FY 2023-24 (₹)	% Increase	Ratio of Remuneration of each director / to median remuneration of employees
1.	Pritha Sinha Pandey (Company Secretary)	6,72,000	5,93,200	-	0.00
2.	Mr. Ashish Kumar Panda (Chief financial officer)	-	-	-	0.00
3.	Himangshu Mondal Chief financial officer w.e.f 14 th February,2025)	40,000	-	-	0.00

Note: None of the directors received any remuneration during the financial year ended 31st March, 2025.

- (ii) Percentage increase in the median remuneration director, CEO and CFO during the financial year: N.A.
 (iii) Percentage increase in the median remuneration Company Secretary is : N.A.
 (iv) Percentage increase in median remuneration of employees in the financial year: N.A.
 (v) The number of permanent employees on the rolls of the company as on 31st March, 2025: 4
 (vi) Average percentage increase made in the salaries of employees other than KMP in the financial year - N.A.

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, KMP and other employees.

There were no person employed by the Company during the Financial Year 2024-25 who draws remuneration as prescribed under Rule 5(2) of Companies (Appointment and Remuneration) Rules, 2014, hence details with respect to the same is not required to be given.

DETAILS OF THE APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

The Company has neither made any application nor any application is pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) against the Company, hence the requirement to disclose the details of application made or any proceeding pending under Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the Financials year is not applicable.

STATUTORY AUDITORS & THEIR REPORT:

Pursuant to the provisions of section 139 of the Companies Act, 2013, M/s. Gupta & Manglik, (Firm Registration No. 311118E), Chartered Accountants, were appointed as statutory auditors of the Company at the 28th Annual General Meeting (AGM) of the Company to hold office from the conclusion of the 28th Annual General Meeting for a tenure of consecutive 5 years till the conclusion of the 33rd Annual General Meeting.

There are no qualifications, reservations or adverse remarks or disclaimers made by the Statutory Auditors in their audit report for the financial year 2024-25. The notes on financial statements referred to in the Auditors' Report are self-explanatory and hence do not require any further explanation.

The Statutory Auditors have not reported any incident of fraud of the Company during the financial year 2024-25 in terms of Section 143(12) of the Act and Rules framed thereunder.

SECRETARIAL AUDIT REPORT

Pursuant to provisions of section 204 of the Companies Act 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Anand Khandelia (M. No.: 5803 & CoP. No.: 5841), Company Secretaries in practice to undertake the Secretarial Audit of the Company for the Financial Year 2024-25. The Secretarial Audit Report is annexed herewith as "Annexure II".

Secretarial Auditor's observations, with reference to non-appointment of Key Managerial Person of the company during the financial year, the Board hereby clarify that on the recommendation of Nomination and Remuneration Committee and the Board at their respective meeting held on 29.05.2025 approved the appointment of Mr. Dilip Kumar Choudhary as the Whole-time Director of the Company with effect from 1st June, 2025 for a period of 3 years subject to approval of Shareholders in the ensuing Annual General Meeting.

Further, pursuant to the provisions of Regulation 24A & other applicable provisions of the Listing Regulations read with Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and on recommendation of the Audit Committee, the Board of Directors at its meeting held on 5th August, 2025 has approved appointment of Anand Khandelia (M. No.: 5803 & CoP. No.: 5841), Practicing Company Secretaries, having Peer Review No.: 3985/2023, as Secretarial Auditors for a period of five consecutive years commencing from the financial year 2025-26 till financial year 2029-30. The resolution seeking the Members' approval for the appointment of Secretarial Auditor of the Company forms part of the Notice.

MAINTENANCE OF COST RECORDS:

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act are not applicable for the business activities carried out by the Company.

CORPORATE GOVERNANCE & CERTIFICATE

In terms of Regulation 15 (2) of the SEBI (Listing Obligations and Disclosure Requirements) 2015, the compliance with the corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 26A, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V shall not apply, in respect of listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year. Since the Net Worth is below ₹ 25.00 Crores and the Paid up equity share Capital of the Company is less than ₹ 10.00 Crores report on Corporate Governance is not applicable to the Company for the financial year 2024-25.

However, as on 31st March, 2025 the net worth of the Company exceeds the Limit as specified under regulation 15 (2) of the SEBI (Listing Obligations and Disclosure Requirements) 2015, the Company is committed to maintaining the highest standards of corporate governance, as applicable, within the period as specified under the said regulation.

NOMINATION AND REMUNERATION POLICY:

In terms of the provisions of the Companies Act, 2013 and the SEBI Listing Regulations as amended from time to time, the policy on nomination and remuneration of Directors, Key Managerial Personnel, Senior Management and other Employees has been formulated by the Committee and approved by the Board by Directors. The objective of the Policy is:

- i. to lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive/Non-Executive/Independent) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- ii. to specify the manner for effective evaluation of performance of Board, its committees, and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.
- iii. to recommend to the Board, appointment, and removal of Director, KMP and Senior Management Personnel.

- iv. to assist the Board in ensuring that the Board nomination process is in line with the diversity policy of the Board relating to gender, thought, experience, knowledge, and perspectives.

The remuneration has been paid as per the Nomination and Remuneration Policy of the Company. The policy may be accessed on the website of the Company at the link <https://www.jrdfinance.com/policy>.

VIGIL MECHANISM:

The Company has established a vigil mechanism to be known as the “Whistle Blower Policy” for its Directors and employees to report instances of unethical behavior, actual or suspected fraud or violation of the Company’s Code of Conduct. The aim of the policy is to provide adequate safeguards against victimization of whistle blower who avails of the mechanism and also provide direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases.

Accordingly, ‘Whistle Blower Policy’ has been formulated with a view to provide a mechanism for the Directors and employees of the Company to approach the Chairman of the Audit Committee of the Company.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees willing to raise a concern about serious irregularities within the Company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report for the year under review as stipulated under Regulation 34(3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed herewith as “Annexure I”.

LISTING OF SECURITIES:

The fully paid up Equity Shares of the Company are listed at the Metropolitan Stock Exchange of India Limited (MSEI). Annual Listing Fees for the financial year 2024-25 have been paid to the Metropolitan Stock Exchange of India Limited.

General Body Meeting:

Location & Time of Last 3 Annual General Meetings:

AGM	Date	Venue	Time	No. of Special Resolutions
31 st	26 th September, 2024	1/1A, Biplabi Anukul Chandra Street, 5 th Floor, Room no. 5G, Kolkata-700072.	1:00 P.M.	Two
30 th	27 th September, 2023	1/1A, Biplabi Anukul Chandra Street, 5 th Floor, Room no. 5G, Kolkata-700072.	1:00 P.M.	None
29 th	29 th September, 2022	1/1A, Biplabi Anukul Chandra Street, 5 th Floor, Room no. 5G, Kolkata-700072.	1:00 P.M.	None

At the above-mentioned meetings, all the Resolutions were passed with requisite majority. No Resolution was passed during the financial year ended 31st March, 2025 through Postal Ballot.

General Shareholder Information

(i) 31st Annual General Meeting Details

Day, Date & Time	Saturday, 30 th August, 2025, at 11.00 A.M.
Venue	1/1A, Biplabi Anukul Chandra Street, 5 th Floor, Room No. 5G, Kolkata – 700 072
Date of Book Closure	25 th August, 2025 to 30 th August, 2025 (both days inclusive)

(ii) The financial year of the Company covers 1st April, 2024 to 31st March, 2025.

(iii) Listing of Shares on Stock Exchanges with Stock Code and other details

Metropolitan Stock Exchange of India (MSEI)

205A, 2nd Floor, Piramal Agastya Corporate Park, Kamani Junction L.B.S Road, Kurla (West),
Mumbai - 400 070

Telephone : +91 22 6112 9000;

+91 22 41747000

Website : www.msei.in

Scrip Code: JFL

ISIN No: INE517E01017

E-mail id of Investors: fin.jrd@gmail.com

Company Website: www.jrdfinance.com

Registrar & Share Transfer Agent:

S.K. Infosolutions Pvt. Ltd.

D/42, Katju Nagar Colony, Ground Floor, near South City Mall,
Kolkata - 700032.

Ph. No. :033-24120027

Email id: contact@skcinfo.com

Website: www.skinfo.com

(iv) DISTRIBUTION OF SHARE HOLDING AS ON 31ST MARCH 2025:

(a) According to Category of Equity Share Holding:

Category of Shareholders	No. of shares held	% of holding
Promoters	Nil	Nil
Bodies Corporate		
Non - Promoters	Nil	Nil
Institutional Investors	Nil	Nil
Mutual Funds & UTI	Nil	Nil
Banks, FIs, Insurance Companies FIIs'	Nil	Nil
Others		
Private Corporate Bodies	5,97,800	17.74
Indian Public	27,72,500	82.26
NRI/OCB	Nil	Nil
Total	33,70,300	100

ACCORDING TO NUMBER OF ORDINARY SHARES HELD:

Shareholding	Number of Share holders	% to total Shareholders	Number of shares	% to total Shares
1 - 500	44	50.57	20,070	0.60
501 - 1000	5	5.75	3,400	0.10
1001 - 2000	9	10.34	12,400	0.37
2001 - 3000	6	6.90	15,000	0.44
3001 - 4000	0	0	0	0
4001 - 5000	1	1.15	5,000	0.15
5001 - 10000	2	2.30	14,500	0.43
10001 - 50000	0	0	0	0
50001 - 100000	17	19.54	15,99,930	47.47
100001 and above	3	3.45	17,00,000	50.44
Total	87	100.00	33,70,300	100.00

Acknowledgment

Your Directors place on record their sincere thanks to bankers, business associates, consultants, employees and institutions for their continued support extended to your Company's activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

For and on behalf of the Board of Directors
J R D FINANCE LIMITED

Place: Kolkata
Date: 29th May, 2025

Ganga Saran Pandey	Dilip Kumar Choudhary
Director (DIN- 02292513)	Director (DIN-0080390)

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Developments:

The Indian economy has witnessed profound positive transformation in the last ten years. The Indian economy has showed resilience and strong growth across sectors and continues to be among the fastest growing economies in the world. The accelerated pace of economic reforms and strong domestic consumption have led to higher and sustainable growth of the Indian economy and strengthened its position in the world. The geopolitical tensions, supply chain disruptions, high inflation, and tighter monetary conditions were some of the challenges for the economic recovery.

NBFCs has always been an important component of the financial sector and has seen higher credit growth over the past few years. The NBFC sector in India is expected to grow due to several factors like government's commitment to financial inclusion, sector's digital transformation, regulatory changes that aim to ensure the sector's stability and prevent excessive risk-taking and also due to impressive growth projections. With strategic moves by industry leaders, the market is set to expand further. NBFCs are leveraging their superior understanding of regional dynamics and customized products and services to expedite financial inclusion in India. Lower transaction costs, quick decision making, customer orientation and prompt service standards have typically differentiated NBFCs from banks. NBFCs have demonstrated agility, innovation, and frugality to provide formal financial services to millions of Indians.

Opportunities and Threats

Your Company is committed to addressing the changes boosted by its strengths in market position, agile execution capabilities, robust early warning systems and extensive use of analytics for risk mitigation and resource allocation. It will ensure to take advantage of the tailwinds that may emerge during the course of the year. The stringent RBI and other regulatory norms governing the functioning of NBFC and certain government restrictions acts as hindrance in smooth functioning of NBFC.

Segment Wise / Product Wise Performance:

The Company is engaged in NBFC activities i.e. financing activities and related products and all other activities revolved around the said business activities, hence the requirement of segment-wise reporting is considered irrelevant.

Outlook

India's NBFC sector has emerged as a powerful financial inclusion and economic growth driver. Key segments like housing finance, microfinance, and consumer finance have fuelled its impressive expansion. Lower transaction costs, innovative products, quick decision making, customer orientation and prompt service standards have differentiated NBFCs from banks. This growth can be attributed to a rising middle class, supportive Government policies that promote financial inclusion, and a stable macroeconomic environment.

JRD Finance Limited being a financing Company seeks opportunities in the market. While interest rate were steady in 2024-25, the same are expected to decline in the FY 2025-26. The volatility in the market represents both an opportunity and challenge for the Company. We continue to see significant growth in this regard and will use periods of weakness as investment opportunities for long term.

Human Resources

People remain the most valuable asset of your company. Your company continued to build on its capabilities in getting the right talent to support different products and geographies and is taking effective steps to retain talent. A highly evolved Human Resource Policy has ensured a minimal rate of attrition amongst executives.

Internal Control System

Internal Control measures and systems are established to ensure the correctness of the transactions and safe guarding of the assets. The Company has put in place an adequate internal control system to safeguard all assets and ensure operational excellence. The system also meticulously records all transaction details and ensures regulatory compliance.

Your Management has put in place effective Internal Control Systems to provide reasonable assurance for:

- Safeguarding Assets and their usage.
- Maintenance of Proper Accounting Records and
- Adequacy and reliability of the information used for carrying on business operations.

Risks and Concerns

The very nature of the Company's business makes it subject to various kinds of risks. The Company encounters credit risk and operational risks in its daily business operations. Further the performance of the Company is dependent on the market condition for its returns. Even though it is envisaged that Indian market will continue to do well, global concerns can result in sharp corrections.

Cautionary Statement:

Statement in the Management Discussion and Analysis and Directors Report describing the company's strengths, strategies, projections and estimates are forward-looking statements and progressive within the meaning of applicable laws and regulations. The actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental factors.

For and on behalf of the Board of Directors
J R D FINANCE LIMITED

Place: Kolkata
Date: 29th May, 2025

Ganga Saran Pandey Dilip Kumar Choudhary
Director (DIN- 02292513) Director (DIN-0080390)

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
J R D Finance Limited
CIN: L65999WB1993PLC058107

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. J R D Finance Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and the representations made by the Company, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records made available to me and maintained by the Company for the financial year ended on 31st March, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable to the Company during the Audit Period.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - **Not Applicable to the Company during the Audit Period;**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable to the Company during the Audit Period;**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - **Not Applicable to the Company during the Audit period;**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: **(Not applicable to the Company during the Audit Period).**
- vi) Other specific business/industry related laws that are applicable to the Company, viz. NBFC - The Reserve Bank of India Act, 1934 and all applicable Laws, Rules, Regulations, Guidelines, Circulars, Notifications issued by the Reserve Bank of India.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India,
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and The Listing Agreements entered into by the Company with Metropolitan Stock Exchange of India Limited.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above subject to the following observation:

- A. That to the best of my understanding, the office of the **“Key Managerial Personnel” i.e. Chief Executive Officer/ Whole-time Director/Managing Director**, as required to be appointed by companies listed on stock exchanges, pursuant to the provision of Section 203(1) of the Companies Act, 2013 have not been appointed by the Company during the financial year.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Director, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice was given to all Directors in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at the Board Meetings, Committee Meetings as recorded in the minutes books of the Company were carried out unanimously.

I further report that as represented by the Company and relied upon by me there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc.

I further report that during the audit period there was no specific events in pursuance of the above referred laws, rules, regulations, guidelines having major bearing on the company' affairs, except:

- i) The Company has Allotted 6,50,000 (Six Lakhs Fifty Thousand only) Equity Shares in dematerialize form on preferential basis having a face value of Rs. 10/- (Rupees Ten only) per equity share at a price of Rs. 50/- (Rupees Fifty only) per equity share, including premium of Rs. 40/- per equity share on private placement basis in compliance with the applicable rules and regulations under various Acts.
- ii) The Company has received the Trading Approval of 6,50,000 equity shares from Metropolitan Stock Exchange of India ('MSEI ') for the Preferential Issue of Fully Paid-up Equity shares on 16th April, 2025.

I further report that during the audit period there was no other event/action having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, and standards.

For Anand Khandelia
Company Secretaries

Anand Khandelia
FCS: 5803; CoP. No: 5841
PR No. 3985/2023
UDIN: F005803G000449621

Place: Kolkata
Date: 29-05-2025

Note: This report is to be read with our letter of even date which is annexed as Annexure - A and forms an integral part of this report.

To,
The Members,
J R D Finance Limited
CIN: L65999WB1993PLC058107
1/1A, Biplabi Anukul Chandra Street
5th Floor, Room No. 5G
Kolkata – 700072

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my report.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Anand Khandelia**
Company Secretaries

Anand Khandelia
FCS: 5803; CoP. No: 5841
PR No. 3985/2023
UDIN: F005803G000449621

Place: Kolkata
Date: 29-05-2025

INDEPENDENT AUDITORS' REPORT

To the Members of JRD FINANCE LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of JRD FINANCE LIMITED ("the Company"), which comprise the standalone balance sheet as at March 31, 2025, and the standalone statement of Profit and Loss (including other Comprehensive Income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profits and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditors' Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. We did not come across any matter of such material significance to be reported in this section.

Information Other than the Standalone Financial Statements and Auditors' Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report and Management Discussion and Analysis Report but does not include the standalone financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of the Management and those charged with governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone financial statements that give a true and fair view of the state of affairs (financial position), Profit or Loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. Further to our comments in the annexure referred to in the paragraph above, as required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The standalone balance sheet, the standalone statement of profit and loss including other comprehensive income, the statement of changes in equity and the standalone cash flow statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - f) Regarding adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal control with reference to financial statements.

3. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations and hence, there is no disclosure of the same in its financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(b) The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
(c) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
 - v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.
 - vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.
- Further, where audit trail (edit log) facility was enabled and operated, we did not come across any instance of the audit trail feature being tampered with. Additionally, except where audit trail (edit log) facility was not enabled in the previous year, the audit trail has been preserved by the Company as per the statutory requirements for record retention.
4. With respect to the reporting under section 197(16) of the Act to be included in the Auditors' Report, In our opinion and to the best of our information and according to the explanations given to us, the Company has not paid/provided for any managerial remuneration and as such the provisions of section 197 of the Act are not applicable.

For **GUPTA & MANGLIK**
Chartered Accountants
Firm Registration No.311118E

CA RAHUL GUPTA, FCA
Partner
ICAI Membership No.065761
UDIN : 25065761BMNRIN2499
Kolkata; 29/05/2025

ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT:

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our Report to the Members of JRD Finance Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- (i)
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
(B) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not have any intangible assets
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Property, Plant & Equipment have been physically verified by the management at reasonable intervals.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not have any immovable properties.
 - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at 31st March 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii)
 - (a) According to the information and explanations given to us, inventories in the form of shares and securities have been verified by the management at reasonable intervals to the extent possible and practical and no material discrepancies were noticed on physical verification.
 - (b) The Company has not been sanctioned working capital limits in excess of ` 5 crore, in aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3 (ii)(b) of the Order is not applicable.
- (iii)
 - (a) Since the Company's principal business is to give loans. Accordingly, the provision of clause 3(iii)(a) of the Order is not applicable to it.
 - (b) The Company, being a Non-Banking Financial Company ('NBFC'), registered under provisions of RBI Act, 1934. In our opinion and according to the information and explanations given to us, the investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees, provided during the year are, prima facie, not prejudicial to the Company's interest.
 - (c) The Company, being a Non-Banking Financial Company ('NBFC'), registered under provisions of RBI Act, 1934 and rules made thereunder, in pursuance of its compliance with provisions of the said Act/Rules, particularly, the Income Recognition, Asset Classification and Provisioning Norms, monitors repayments of principal and payment of interest by its customers as stipulated. In our opinion and according to the information and explanations given to us, in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and in cases where repayment of principal and payment of interest is not received as stipulated, the cognizance thereof is taken by the Company in course of its periodic regulatory reporting. Refer notes 6 and 14 to the Standalone Financial Statements for summarised details of such loans/advances which are not repaid by borrowers as per stipulations. According to the information and explanation made available to us, reasonable steps are taken by the Company for recovery thereof.
 - (d) The Company, being a NBFC, registered under provisions of RBI Act, 1934 and rules made thereunder, in pursuance of its compliance with provisions of the said Act/Rules, particularly, the Income Recognition, Asset Classification and Provisioning Norms, monitors and report total amount overdue including principal and/or payment of interest by its customers for more than 90 days. In cases where repayment of principal and payment of interest is not received as stipulated, the cognizance thereof is taken by the Company in course of its periodic regulatory reporting. Refer notes 6 and 14 to the Standalone Financial Statements for summarised details of

such loans/advances which are not repaid by borrowers as per stipulations. According to the information and explanation made available to us, reasonable steps are taken by the Company for recovery thereof.

- e) Since the Company's principal business is to give loans. Accordingly, the provision of clause 3(iii)(e) of the Order is not applicable to it. Based on our audit procedures, according to the information and explanation made available to us, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year.
- (iv) According to the information and explanations given to us in respect of loans, investments, guarantees, and security, the company was not required to comply with the provisions of section 185 and 186 of the Companies Act, 2013.
- (v) According to the information and explanation given to us, the Company has not accepted any deposits from the public.
- (vi) The Company is not required to maintain cost records as prescribed by the Central Government under sub-section (1) of section 148 of the Act.
- (vii) (a) In our opinion and according to the information and explanations given to us, the Company has generally been regular in depositing undisputed statutory dues relating to amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues applicable to it with the appropriate authorities during the year.
According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, Goods and Services Tax, duty of customs, cess and any other material statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.
- (b) Details of statutory dues referred to in sub clause(a) above which have not been deposited as on 31st March 2025, on account of disputes is as follows:-
- | Nature of the statute | Nature of dues | Forum where dispute is pending | Period to which the amount relates | Amount (in lakhs) |
|--------------------------|----------------|--------------------------------|------------------------------------|-------------------|
| The Income Tax Act, 1961 | Income Tax | Commissioner (Appeals) | A.Y. 2020-21 | 529.48 |
- (viii) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, we confirm that we have not come across any transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) In our opinion, the Company has not defaulted in repayment of loans or other borrowings to financial institutions, banks, government and dues to debenture holders or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared willful defaulter by any bank or financial institution or government or any government authority or any other lender.
- (c) In our opinion and according to the information and explanations given to us, the Company has utilized the money obtained by way of term loans during the year for the purposes for which
- (d) they were obtained.
According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its associate. The Company does not have any subsidiaries or joint ventures.
- (f)
- (x) (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (x)(a) of the Order is not applicable.
- (b) During the year, the Company has made private placement of shares during the year and the requirements of Section 42 of the Companies Act, 2013 have been complied with and the funds raised have been used for the purposes for which the funds were raised.
- (xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

- b) In our opinion and according to the information and explanations given to us, no report under sub-section (12) of section 143 of the Act has been filed by the auditors in Form ADT -4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us, there were no whistle blower complaints received during the year by the Company.
- (xii) According to the explanation given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, the transactions with related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
(b) We have considered, during the course of our audit, the reports of the Internal Auditor(s) for the period under audit, issued to the Company during the year till date, in determining the nature, timing and extent of our audit procedures in accordance with the guidance provided in SA 610 "Using the work of Internal Auditors".
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with its Directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and the Company has obtained the required registration.
(b) According to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid CoR from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
(c) According to the information and explanations given to us, the Company is not a Core Investment Company ('CIC ') as defined under the Regulations by the Reserve Bank of India.
(d) As per information provided in course of our audit, the Company does not belong to any Group and accordingly clause 3 (xvi) (d) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) The provisions of Section 135 towards corporate social responsibility are not applicable on the company. Accordingly, the provisions of clause 3(xx) of the Order are not applicable.
- (xvi) The reporting under clause (xxi) is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For **GUPTA & MANGLIK**
Chartered Accountants
Firm Registration No.311118E

CA RAHUL GUPTA, FCA
Partner
ICAI Membership No.065761
UDIN : 25065761BMNRIN2499
Kolkata; 29/05/2025

ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph (f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)

Report on the Internal Financial Controls with reference to financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls with reference to financial statements of JRD FINANCE LIMITED (“the Company”) as at March 31, 2025 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors’ judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system with reference to financial statements.

Meaning of Internal Financial Controls with reference to financial statements

A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2025, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **GUPTA & MANGLIK**
Chartered Accountants
Firm Registration No.311118E

CA RAHUL GUPTA, FCA
Partner
ICAI Membership No.065761
UDIN : 25065761BMNRIN2499
Kolkata; 29/05/2025

J R D Finance Limited
Balance sheet as at March 31, 2025

(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

Particulars	Note no.	As at March 31, 2025	As at March 31, 2024
ASSETS			
(I) Financial assets			
(a) Cash and cash equivalents	5	43.58	42.81
(b) Loans	6	3,539.50	3,560.81
(c) Investments	7	0.22	0.22
		3,583.30	3,603.84
(II) Non financial assets			
(a) Inventories	8	0.51	0.51
(b) Current tax assets (net)	9	44.40	36.66
(c) Deferred tax assets (net)	10	9.67	9.87
(d) Property, plant and equipment	11	34.49	-
		89.07	47.04
Total assets		3,672.37	3,650.88
LIABILITIES AND EQUITY			
LIABILITIES			
(I) Financial liabilities			
(a) Payables	12		
(I) Trade payables			
(i) Total outstanding dues of micro enterprises and small enterprises		-	-
(ii) Total outstanding dues of creditors other than micro and small enterprises		-	-
(II) Other payables			
(i) Total outstanding dues of micro enterprises and small enterprises		-	-
(ii) Total outstanding dues of creditors other than micro and small enterprises		9.13	7.48
(b) Borrowings (other than debt securities)	13	848.65	1,161.46
(c) Subordinated liabilities	14	2,000.00	2,000.00
		2,857.78	3,168.94
(II) Non financial liabilities			
(a) Provisions	15	29.43	29.43
(b) Other non financial liabilities	16	7.44	8.88
		36.87	38.31
(III) EQUITY			
(a) Equity share capital	17	337.03	272.03
(b) Other equity	18	440.69	171.60
		777.72	443.63
Total liabilities and equity		3,672.37	3,650.88

Summary of material accounting policies 3

The material accounting policies and accompanying notes forms an integral part of financial statements.
As per our report of even date.

For **Gupta & Manglik**
Chartered Accountants
ICAI Firm Registration No. 311118E

For and on behalf of the Board of Directors of **J R D Finance Limited**
CIN No.: L65999WB1993PLC058107

Rahul Gupta
Partner
Membership No. 065761

Dilip Kumar Choudhary
Director
(DIN - 00080390)

Ganga Saran Pandey
Director
(DIN - 02292513)

Place : Kolkata
Date: 29-May-2025

Himangshu Mondal
Chief Financial Officer

Pritha Sinha Pandey
Company Secretary
(Membership No. A29593)

J R D Finance Limited**Statement of profit and loss for the year ended March 31, 2025**

(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

Particulars	Note no.	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from operations			
(i) Interest income		324.67	305.32
(ii) Dividend income		0.01	-
(I) Total revenue from operations		324.68	305.32
(II) Other income	19	0.33	0.91
(III) Total income (I + II)		325.01	306.23
Expenses			
(i) Finance costs	20	164.42	152.43
(ii) Changes in inventories	21	-	-
(iii) Employee benefits expenses	22	10.34	7.55
(iv) Depreciation and amortisation expenses	11	0.99	-
(v) Other expenses	23	137.08	137.59
(IV) Total expenses		312.83	297.57
(V) Profit before tax (III - IV)		12.18	8.66
(VI) Tax expenses	28		
Current tax			
(i) Current year		2.86	2.15
(ii) Earlier years		0.02	-
(iii) Deferred tax (credit)/charge		0.21	(0.03)
(VII) Profit for the period (V - VI)		9.09	6.54
(VIII) Other comprehensive income	29		
(i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
Other comprehensive income (i - ii)		-	-
(IX) Total comprehensive income for the period (VII + VIII)		9.09	6.54
(X) Earnings per equity share			
- Basic (Rs.)	26	0.33	0.24
- Diluted (Rs.)		0.33	0.24
Summary of material accounting policies	3		

The material accounting policies and accompanying notes forms an integral part of financial statements

As per our report of even date.

For **Gupta & Manglik**

Chartered Accountants

ICAI Firm Registration No. 311118E

For and on behalf of the Board of Directors of **J R D Finance Limited**

CIN No.: L65999WB1993PLC058107

Rahul Gupta

Partner

Membership No. 065761

Dilip Kumar Choudhary

Director

(DIN - 00080390)

Ganga Saran Pandey

Director

(DIN - 02292513)

Place : Kolkata

Date: 29-May-2025

Himangshu Mondal

Chief Financial Officer

Pritha Sinha Pandey

Company Secretary

(Membership No. A29593)

J R D Finance Limited
Statement of changes in equity for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

(i) Equity share capital

Particulars	Balance at the beginning of the year	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the year	Changes in equity share capital during the year	Balance at the end of the year
Balance as at 31 March 2025	272.03	-	-	65.00	337.03
Balance as at 31 March 2024	272.03	-	-	-	272.03

(ii) Other equity

As at March 31, 2025

Particulars	Reserve and Surplus					Total other equity
	Capital reserve	Securities premium account	Fair Valuation of Equity through other comprehensive income	Special Reserve (in terms of Section 45IC of Reserve Bank of India Act, 1934)	Retained earning	
Balance as at March 31, 2024	8.32	157.50	-	7.60	(1.82)	171.60
Profit/(loss) for the year	-	-	-	-	9.09	9.09
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	9.09	9.09
Addition during the year	-	260.00	-	-	-	260.00
Transfer to reserve fund in terms of section 45-IC(1) of the RBI Act, 1934	-	-	-	1.82	(1.82)	-
Balance as at March 31, 2025	8.32	417.50	-	9.42	5.45	440.69

As at March 31, 2024

Particulars	Reserve and Surplus					Total other equity
	Capital reserve	Securities premium account	Fair Valuation of Equity through other comprehensive income	Special Reserve (in terms of Section 45IC of Reserve Bank of India Act, 1934)	Retained earning	
Balance as at March 31, 2023	8.32	157.50	-	6.29	(7.05)	165.06
Profit/(loss) for the year	-	-	-	-	6.54	6.54
Other comprehensive income for the year	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	6.54	6.54
Transfer to reserve fund in terms of section 45-IC(1) of the RBI Act, 1934	-	-	-	1.31	(1.31)	-
Balance as at March 31, 2024	8.32	157.50	-	7.60	(1.82)	171.60

Refer note no. 18 for nature and purpose of reserves.

The material accounting policies and accompanying notes forms an integral part of financial statements.

As per our report of even date.

For **Gupta & Manglik**
Chartered Accountants
ICAI Firm Registration No. 311118E

For and on behalf of the Board of Directors of **J R D Finance Limited**
CIN No.: L65999WB1993PLC058107

Rahul Gupta
Partner
Membership No. 065761

Dilip Kumar Choudhary
Director
(DIN - 00080390)

Ganga Saran Pandey
Director
(DIN - 02292513)

Place : Kolkata
Date: 29-May-2025

Himangshu Mondal
Chief Financial Officer

Pritha Sinha Pandey
Company Secretary
(Membership No. A29593)

J R D Finance Limited
Statement of profit and loss for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

Particulars	Note no.	For the year ended March 31, 2025	For the year ended March 31, 2024
A. Cash flow from operating activities			
Profit before tax		12.18	8.66
Adjustment for non cash and other items:			
Add : Finance costs		164.42	152.43
Depreciation and amortisation expenses		0.99	-
Contingent provision against standard assets		0.84	-
		178.43	161.09
Less: Dividend income		0.01	-
Net gain on fair value changes		-	0.02
		178.42	161.07
Cash generated from operation before working capital changes			
Working capital changes			
(Increase)/decrease in loans and advances and other assets		20.47	352.85
Increase/(decrease) in trade and other payables		0.21	(12.32)
		199.10	501.60
Cash generated from operations			
Direct taxes paid (net)		10.63	9.56
Net cash generated from operating activities		188.47	492.04
B. Cash flow from investing activities			
(Purchase)/sale of property, plant and equipments (net)		(35.48)	-
Net gain on fair value changes		-	0.02
Dividend received		0.01	-
Net cash generated from/(used in) investing activities		(35.47)	0.02
C. Cash flow from financing activities			
Proceeds from issue of equity shares		325.00	-
Proceeds/(repayments) from short term borrowings (net)		(312.81)	(302.80)
Interest and other borrowing costs paid		(164.42)	(152.43)
Net cash used in financing activities		(152.23)	(455.23)
Net increase / (decrease) in cash and cash equivalents (A+B+C)		0.77	36.83
Cash and cash equivalents at the beginning of the year		42.81	5.98
Cash and cash equivalents at the end of the year	5	43.58	42.81

Note :

1. The above statement of cash flows has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS 7) - Statement of Cash Flows.

2. Cash and cash equivalents comprises of:

Particulars	As at March 31, 2025	As at March 31, 2024
Cash on hand	0.16	2.10
Balances with banks:		
In current accounts	43.42	40.71
Total	43.58	42.81

3. Change in Company's liabilities arising from financing activities:

Particulars	As at March 31, 2024	Cash flow changes	Non-cash changes	As at March 31, 2025
Borrowings (other than debt securities) (also refer note no. 13)	1,161.46	(312.81)	-	848.65
Subordinated liabilities (also refer note no. 14)	2,000.00	-	-	2,000.00
Total	3,161.46	(312.81)	-	2,848.65

Particulars	As at March 31, 2023	Cash flow changes	Non-cash changes	As at March 31, 2024
Borrowings (other than debt securities) (also refer note no. 13)	1,464.26	(302.80)	-	1,161.46
Subordinated liabilities (also refer note no. 14)	2,000.00	-	-	2,000.00
Total	3,464.26	(302.80)	-	3,161.46

The material accounting policies and accompanying notes forms an integral part of financial statements.

As per our report of even date.

For **Gupta & Manglik**
Chartered Accountants
ICAI Firm Registration No. 311118E

For and on behalf of the Board of Directors of **J R D Finance Limited**
CIN No.: L65999WB1993PLC058107

Rahul Gupta
Partner
Membership No. 065761

Dilip Kumar Choudhary
Director
(DIN - 00080390)

Ganga Saran Pandey
Director
(DIN - 02292513)

Place : Kolkata
Date: 29-May-2025

Himangshu Mondal
Chief Financial Officer

Pritha Sinha Pandey
Company Secretary
(Membership No. A29593)

J R D Finance Limited**Notes to the financial statements for the year ended March 31, 2025**

(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

1 Corporate information

J R D Finance Limited ("the Company") (Corporate identification no. L65999WB1993PLC058107), is a Public Limited Company incorporated in Kolkata, under the Companies Act, 1956 and its equity shares are listed on the Metropolitan Stock Exchange of India Limited. The Company operates as an Investment and Credit Company (NBFC-ICC) and is registered as a Non-Banking Financial (Non-Deposit Accepting) Company with the Reserve Bank of India vide Registration no.: B-05.05299 dated August 29, 2003.

2 Basis of preparation**2.1 Statement of compliance**

a) The financial statements have been prepared in accordance with Indian Accounting Standards (referred to as "Ind AS") as prescribed in the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and notified under section 133 of the Companies Act, 2013 ("the Act") along with other relevant provisions of the Act, the updated Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 as amended from time to time and other applicable RBI circulars/notifications. The Company uses accrual basis of accounting in preparation of financial statements (other than Statement of Cash Flows).

b) The financial statements have been prepared under the historical cost convention on accrual basis excepting certain financial instruments which are measured in terms of relevant Ind AS at fair value / amortized costs at the end of each reporting period.

c) The financial statements are prepared on a going concern basis as the Management is satisfied that the Company shall be able to continue its business for the foreseeable future and no material uncertainty exists that may cast significant doubt on the going concern assumption. In making this assessment, the Management has considered a wide range of information relating to present and future conditions, including future projections of profitability, cash flows and capital resources.

d) The financial statements were authorised for issue by the Company's Board of Directors on 29-May-2025.

2.2 Recent accounting pronouncements

Ministry of Corporate Affairs ('MCA') notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March 2025, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

2.3 Functional and presentation currency

The financial statements are presented in Indian Rupee (INR), which is also the functional currency of the Company, in denomination of lakh with rounding off to two decimals as permitted by Schedule III to the Act except where otherwise indicated.

2.4 Presentation of financial statements

The Company presents its Balance Sheet in the order of liquidity.

The Company prepares and presents its Balance Sheet, the Statement of Profit and Loss and the Statement of Changes in Equity in the format prescribed by Division III of Schedule III to the Act. The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 'Statement of Cash Flows'.

The Company generally reports financial assets and financial liabilities on a gross basis in the Balance Sheet. They are offset and reported net only where it has legally enforceable right to offset the recognised amounts and the Company intends to either settle on a net basis or to realise the asset and settle the liability simultaneously as permitted by Ind AS. Similarly, the Company offsets incomes and expenses and reports the same on a net basis where the netting off reflects the substance of the transaction or other events as permitted by Ind AS.

As the operating cycle cannot be identified in normal course, the same has been assumed to have duration of 12 months. All assets and liabilities have been classified as current or non-current as per the operating cycle and other criteria set out in Ind AS 1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013. Having regard to the nature of business being carried out by the Company, the Company has determined its operating cycle as twelve months for the purpose of current and non-current classification.

3 Summary of material accounting policies

This note provides a list of the material accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

3.01 Revenue from operations***Interest income and dividend income***

The Company follows the accrual method of accounting for recognition of Income excepting in cases of uncertainties of collections, which are recognized on receipt basis.

- The Company recognises interest income using effective interest rate (EIR) method as per Ind AS 109 'Financial Instruments' on all financial assets subsequently measured under amortised cost or fair value through other comprehensive income (FVOCI). The Company recognises interest income by applying the EIR to the gross carrying amount of financial assets other than credit-impaired assets.

- Dividend income on equity shares is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

In accordance with the guidelines issued by the Reserve Bank of India (RBI), incomes against non-performing assets are recognised on receipt basis.

3.02 Expenditures**(i) Finance costs**

Borrowing costs on financial liabilities are recognised using the EIR method as per Ind AS 109 'Financial Instruments'.

J R D Finance Limited**Notes to the financial statements for the year ended March 31, 2025**

(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

Summary of material accounting policies (continued)**(ii) Employee benefit expenses**

Employee benefits are accrued in the year in which services are rendered by the employees. Short term employee benefits are recognized as an expense in the statement of profit and loss for the year in which the related service is rendered.

Contribution to defined contribution schemes such as Provident Fund, Superannuation Fund etc. and are recognized as and when incurred.

Contribution to defined benefit plans consisting of contribution to gratuity are determined at close of the year at present value of the amount payable using actuarial valuation techniques. Actuarial gain and losses arising from experience adjustments and changes in actuarial assumptions are recognized immediately in the Balance Sheet with a corresponding debit or credit to Retained Earnings through Other Comprehensive Income ("OCI") in the period in which they occur.

Other long term employee benefits consisting of compensated absences are determined at close of the year at present value of the amount payable using actuarial valuation techniques. The changes in the amount payable including actuarial gain/loss are recognised in the statement of profit and loss.

(iii) Other expenses

Expenses are recognised on accrual basis inclusive of goods and services tax for which input credit is not statutorily permitted.

3.03 Financial instruments**Recognition of financial instruments**

All financial instruments are recognised on the date the Company becomes party to the contractual provisions of the financial instruments

Initial measurement

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial Liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the statement of profit and loss.

The financial assets and financial liabilities are classified as current if they are expected to be realised or settled within operating cycle of the Company or otherwise these are classified as non-current.

The classification of financial instruments whether to be measured at Amortized Cost, at Fair Value through Profit and Loss (FVTPL) or at Fair Value through Other Comprehensive Income (FVTOCI) depends on the objective and contractual terms to which they relate. Classification of financial instruments are determined on initial recognition.

(i) Cash and cash equivalents

All highly liquid financial instruments, which are readily convertible into determinable amounts of cash and which are subject to an insignificant risk of change in value and are having original maturities of three months or less from the date of purchase, are considered as cash equivalents. Cash and cash equivalents includes balances with banks which are unrestricted for withdrawal and usage.

(ii) Financial assets and financial liabilities measured at amortised cost

Financial assets held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are measured at amortized cost.

The above financial assets and financial liabilities subsequent to initial recognition are measured at amortized cost using Effective Interest Rate (EIR) method.

The effective interest rate is the rate that discounts estimated future cash payments or receipts (including all fees and points paid or received, transaction costs and other premiums or discounts) through the expected life of the Financial Asset or Financial Liability to the gross carrying amount of the financial asset or to the amortised cost of financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(iii) Financial asset at fair value through other comprehensive income (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Subsequent to initial recognition, they are measured at fair value and changes therein are recognised directly in other comprehensive income.

(iv) For the purpose of para (ii) and (iii) above, principal is the fair value of the financial asset at initial recognition and interest consists of consideration for the time value of money and associated credit risk.**(v) Financial assets or financial liabilities at fair value through profit or loss**

Financial instruments which does not meet the criteria of amortised cost or fair value through other comprehensive income are classified as fair value through profit or loss. These are recognised at fair value and changes therein are recognized in the statement of profit and loss.

(vi) Impairment of financial assets

A financial asset is assessed for impairment at each balance sheet date. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

The Company measures the loss allowance for a financial asset at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. If the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

However, for loans and advances or contract assets that result in relation to revenue from contracts with customers, the Company measures the loss allowance at an amount equal to lifetime expected credit losses.

J R D Finance Limited**Notes to the financial statements for the year ended March 31, 2025**

(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

Summary of material accounting policies (continued)**(vii) Derecognition of financial instruments**

The Company derecognizes a financial asset or a group of financial assets when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable are recognized in statement of profit and loss.

On derecognition of assets measured at FVTOCI the cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment.

Financial liabilities are derecognized if the Company's obligations specified in the contract expire or are discharged or cancelled. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in statement of profit and loss.

3.04 Taxes

Income tax comprises current tax and deferred tax.

Income tax is recognised based on tax rates and tax laws enacted, or substantively enacted, at the reporting date and on any adjustment to tax payable in respect of previous years. It is recognised in the statement of profit and loss except to the extent that it relates to items recognised in other comprehensive income or directly in equity, in which case the tax is recognised in the same statement as the related item appears.

Deferred tax is recognised for temporary differences between the accounting base of assets and liabilities in the Balance Sheet, and their tax bases.

Deferred tax is calculated using the tax rates expected to apply in the periods in which the assets will be realised or the liabilities settled.

The carrying amount of deferred tax assets is reviewed at each reporting date by the Company and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax assets and deferred tax liabilities are offset basis the criteria given under Ind AS 12 'Income Taxes'.

Deferred tax assets include Minimum Alternative Tax (MAT) measured in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability and such benefit can be measured reliably and it is probable that the future economic benefit associated with same will be realized.

3.05 Property, plant and equipment and depreciation thereof

The Company measures property, plant and equipment initially at cost and subsequently at cost less accumulated depreciation and impairment losses, if any.

The Company provides for depreciation on a pro-rata basis, with reference to the month in which such asset is added or sold, for all tangible assets on straight-line method over the useful life of assets assuming no residual value at the end of useful life of the asset. Details of useful life is given in note no. 11.1.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of an item of PPE is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

3.06 Provisions and contingent liabilities

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. The Company also discloses present obligations for which a reliable estimate cannot be made as a contingent liability. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognised but disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

3.07 Leases**As a Lessee****Measurement of lease liability**

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

(i) the contract involves the use of an identified asset

(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and

(iii) the Company has the right to direct the use of the asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment, whether it will exercise an extension or a termination option. Lease liability and ROU asset are separately presented in the balance sheet and lease payments are classified as financing cash flows. Lease liability obligations is presented separately under the head "Financial Liabilities".

J R D Finance Limited**Notes to the financial statements for the year ended March 31, 2025**

(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

Summary of material accounting policies (continued)**Measurement of Right-of-use assets**

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options considered for arriving at ROU and lease liability when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Modification of lease

Modification of lease due to change in scope or consideration or lease term requires remeasurement of lease liability.

When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

As a Lessor

The Company has not leased out any assets.

3.08 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed for such measurement:

Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within level 1 that are observable either directly or indirectly for the asset or liability.

Level 3: Inputs for the asset or liability which are not based on observable market data (unobservable inputs).

The Company has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements who regularly review significant unobservable inputs, valuation adjustments and fair value hierarchy under which the valuation should be classified.

3.09 Equity share capital

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as securities premium.

Costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

3.10 Earnings per share

Basic earnings per share is computed in accordance with Ind AS 33 'Earnings Per Share' by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

3.11 Segment reporting

As the Company has no activities other than those of a Non-Banking Financial Company, the segment reporting under Ind AS 108 is not applicable. The Company does not have any reportable geographical segment.

4 Critical accounting judgments, assumptions and key sources of estimation and uncertainty

The preparation of the financial statements in conformity with the measurement principle of Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Differences between the actual results and estimates are recognized in the year in which the results are known / materialized and, if material, their effects are disclosed in the notes to the financial statements.

Application of accounting policies that require significant areas of estimation, uncertainty and critical judgments and the use of assumptions in the financial statements have been disclosed below. The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below:

a) Impairment loss allowances of loans and advances [refer note no. 6 and note no. 23]

Classification of loans and advances are made as per the guidelines prescribed by RBI. Provision against performing (standard) and non-performing assets are made as required in terms of prudential norms prescribed by RBI. Further, assets which are considered non recoverable are fully provided for / written off.

J R D Finance Limited**Notes to the financial statements for the year ended March 31, 2025**

(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

Summary of material accounting policies (continued)**b) Income taxes [refer note no. 28]**

Significant judgment is required in determination of taxability of certain income and deductibility of certain expenses during the estimation of the provision for income taxes.

c) Provisions and contingencies [refer note no. 24]

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgement to existing facts and circumstances, which can be subject to change.

Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations/ against the Company as it is not possible to predict the outcome of pending matters with accuracy.

The carrying amounts of provisions and liabilities and estimation for contingencies are reviewed regularly and revised to take account of changing facts and circumstances.

J R D Finance Limited

Notes to the financial statements for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

5 Cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Cash on hand	0.16	2.10
Balances with banks:		
- in current accounts	43.42	40.71
Total	43.58	42.81

6 Loans

Particulars	As at March 31, 2025	As at March 31, 2024
Loans repayable on demand (Unsecured and considered good, unless otherwise stated) Measured at amortised cost:		
Loans and advances in India		
Unsecured business loan	3,550.15	3,570.62
Less: Impairment loss allowances for doubtful loans and advances	(10.65)	(9.81)
(Includes Contingent Provision on Standard Assets made as per Para 14 of Master Direction - Non-Banking Financial Company - Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 issued by Reserve Bank of India) (refer note 6.1 below)		
Total	3,539.50	3,560.81

6.1 Reconciliation of impairment loss allowance on investments measured at amortised cost:

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year	9.81	9.81
Reversal during the year	-	-
Contingent provision on standard assets (refer note 6.2 below)	0.84	-
Balance at the end of the year	10.65	9.81

6.2 The amount recognised as provision is towards provision against standard assets measured at 0.25 percent of the outstanding amount of the standard assets during the year in terms of Para 10 of Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.

7 Investments

Particulars	As at March 31, 2025	As at March 31, 2024
Measured at fair value through profit and loss		
Investments in mutual funds		
(i) Quoted		
5.11 Units of LIC Mutual Fund Direct Plan-Growth (Actual Cost Rs. 18,104/-)	0.22	0.22
Total	0.22	0.22
7.1 Particulars	As at March 31, 2025	As at March 31, 2024
Out of above		
In India	0.22	0.22
Outside India	-	-
Total	0.22	0.22

7.2 Impairment allowance recognised on investments is Rs. Nil (Previous year Rs. Nil) except where specified.

J R D Finance Limited
Notes to the financial statements for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

8 Inventories (Valued at lower of cost and net realisable value, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
Shares held as stock-in-trade	0.51	0.51
Total	0.51	0.51

9 Current tax assets (net)

Particulars	As at March 31, 2025	As at March 31, 2024
Advance tax including tax deducted at source (net of provisions)	44.40	36.66
Total	44.40	36.66

10 Deferred tax assets (net)

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred tax assets	9.67	9.87
Deferred tax liabilities	-	-
Total	9.67	9.87

10.1 The following is the analysis of deferred tax liabilities / assets presented in the balance sheet:-

Particulars	As at March 31, 2024	(Charge)/Credit in statement of profit and loss	(Charge)/Credit in other comprehensive income	As at March 31, 2025
Deferred tax assets				
Difference in carrying value and tax base of non financial assets	9.87	(0.21)	-	9.66
Deferred tax assets (net)	9.87	(0.21)	-	9.66

Particulars	As at March 31, 2023	(Charge)/Credit in statement of profit and loss	(Charge)/Credit in other comprehensive income	As at March 31, 2024
Deferred tax assets				
Difference in carrying value and tax base of non financial assets	9.87	-	-	9.87
Deferred tax assets (net)	9.87	-	-	9.87

11 Property, plant and equipment

Particulars	As at March 31, 2025	As at March 31, 2024
<u>Vehicles</u>		
<u>Gross Block</u>		
Opening balance	-	-
Addition	35.48	-
Disposals/adjustments	-	-
Closing balance	35.48	-
<u>Accumulated depreciation</u>		
Opening balance	-	-
Depreciation for the year	0.99	-
Disposals	-	-
Closing balance	0.99	-
Net Block	34.49	-

- 11.1 Depreciation and amortisation is provided using straight-line method over the useful life of assets assuming no residual value at the end of useful life of the asset. Depreciation and amortisation on addition to assets and assets sold during the year is being provided from/up to the month in which such asset is added or sold as the case may be. Useful lives of assets are determined by the Management by an internal technical assessment except where such assessment suggests a life significantly different from those prescribed by Schedule II of the Companies Act, 2013 where the useful life is as assessed and certified by a technical expert.

<u>Nature of assets</u>	<u>Useful life adopted by the Company</u>
Vehicles	8 Years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

J R D Finance Limited
Notes to the financial statements for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

12 Payables

Particulars	As at March 31, 2025	As at March 31, 2024
Trade Payables		
- Total outstanding dues of micro enterprises and small enterprises	-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
Other Payables		
- Total outstanding dues of micro enterprises and small enterprises	-	-
- Total outstanding dues of creditors other than micro enterprises and small enterprises	9.13	7.48
Total	9.13	7.48

12.1 The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 ("the Act") and hence disclosure relating to amounts unpaid as at the year end together with interest paid/payable under the Act has not been given.

12.2 Trade payables ageing

Particulars	As at March 31, 2025	As at March 31, 2024
<i>(Outstanding from due date of payment)</i>		
MSME		
- Not Due	-	-
- Unbilled	-	-
- Less than 1 year	-	-
- 1 to 2 years	-	-
- 2 to 3 years	-	-
- More than 3 years	-	-
Total	-	-
Others		
- Not Due	-	-
- Unbilled	-	-
- Less than 1 year	8.09	6.17
- 1 to 2 years	1.04	1.30
- 2 to 3 years	-	-
- More than 3 years	-	-
Total	9.13	7.48
Total	9.13	7.48

13 Borrowings (other than debt securities)

Particulars	As at March 31, 2025	As at March 31, 2024
In India		
At Amortised Cost:		
Unsecured		
Loan repayable on demand		
- From other parties	848.65	1,161.46
Out of above		
Secured (against loans, book debts and other receivables)	-	-
Unsecured	848.65	1,161.46
Total	848.65	1,161.46

14 Subordinated liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
In India		
At amortised cost		
Unsecured (refer notes 14.1 , 14.2 & 14.3 below)		
Preference shares other than those that qualify as equity		
20,00,000 (20,00,000) 5% non-cumulative non-convertible redeemable preference shares of Rs. 100/- each fully paid-up	2,000.00	2,000.00
Total	2,000.00	2,000.00

14.1 The Company allotted 8,00,000, 5% Non-Cumulative Non-Convertible Redeemable Preference Shares (NCNCRPS) of face value of Rs. 100/- each fully paid up for cash at an issue price of Rs. 100/- each on March 25, 2019. The said preference shares are redeemable at the option of the Company within a period of 20 years from the date of its issue.

14.2 The Company allotted 4,00,000, 5% Non-Cumulative Non-Convertible Redeemable Preference Shares (NCNCRPS) of face value of Rs. 100/- each fully paid up for cash at an issue price of Rs. 100/- each on September 2, 2019. The said preference shares are redeemable at the option of the Company within a period of 20 years from the date of its issue.

14.3 The Company allotted 8,00,000, 5% Non-Cumulative Non-Convertible Redeemable Preference Shares (NCNCRPS) of face value of Rs. 100/- each fully paid up for cash at an issue price of Rs. 100/- each on February 14, 2022. The said preference shares are redeemable at the option of the Company within a period of 20 ears from the date of its issue.

J R D Finance Limited
Notes to the financial statements for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

15 Provisions

Particulars	As at March 31, 2025	As at March 31, 2024
Others		
Contingent provision against standard assets (also refer note 15.1 below)	29.43	29.43
Total	29.43	29.43

15.1 Movement of contingent provision against standard assets:

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year	29.43	15.33
Further provision made as per Para 14 of Master Direction - Non-Banking Financial Company - Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 issued by Reserve Bank of India	-	-
Sub Total	29.43	15.33
Additional provision made during the year (on conservative basis)	-	14.09
Balance at the end of the year	29.43	29.43

16 Other non financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Others		
Statutory dues	7.44	8.88
Total	7.44	8.88

J R D Finance Limited

Notes to the financial statements for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

17 Equity share capital

Particulars	As at March 31, 2025	As at March 31, 2024
<u>Authorised share capital</u>		
Equity Shares of Rs. 10/- each	550.00	350.00
55,00,000 (March 31, 2024: 35,00,000) equity shares	550.00	350.00
<u>Issued and subscribed share capital</u>		
Equity Shares of Rs. 10/- each	370.00	305.00
37,00,000 (March 31, 2024: 30,50,000) equity shares	370.00	305.00
<u>Fully paid-up share capital</u>		
Equity Shares of Rs. 10/- each	337.03	272.03
33,70,300 (March 31, 2024: 27,20,300) equity shares	337.03	272.03

17.1 Rights, preferences and restrictions attached to the equity shares

The Company has only one class of equity shares having a face value of INR 10/- each. Accordingly, all equity shares rank equal with regard to dividends and share in the Company's residual assets on winding up. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the equity shareholders will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

17.2 Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity shares	As at March 31, 2025	As at March 31, 2024
Shares outstanding at the beginning of the year	27,20,300	27,20,300
Shares issued during the year	6,50,000	-
Shares outstanding at the end of the year	33,70,300	27,20,300

17.3 Particulars of shareholders holding more than 5% of total number of equity shares

Equity shares of INR 10 each, fully paid-up	As at March 31, 2025	As at March 31, 2024
<u>Galaxy Stocks & Securities Ltd</u>		
- No of shares held:	4,00,000	4,00,000
- Percentage of shares held:	11.87%	14.70%
<u>Mrs. Rupam Banerjee</u>		
- No of shares held:	6,50,000	6,50,000
- Percentage of shares held:	19.29%	23.89%
<u>Mrs. Asha Devi Rampuria</u>		
- No of shares held:	6,50,000	-
- Percentage of shares held:	19.29%	-

17.4 There are no promoters in the Company for the year ended March 31, 2025. Therefore, the disclosure requirement under Clause (n) of Note (S) of General Instructions for Preparation of Balance Sheet issued by the Ministry of Corporate Affairs is not applicable.

17.5 During the year ended March 31, 2021, the Company had called for partly paid shares as per its resolution dated August 25, 2020. Subsequently, the Board of Directors in its Board Meeting held on October 21, 2020 decided to forfeit 329,700 equity shares and accordingly, partly paid amount has been transferred to Capital Reserve.

J R D Finance Limited

Notes to the financial statements for the year ended March 31, 2024

(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

18 Other equity

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Capital reserve		
As per last balance sheet	8.32	8.32
	8.32	8.32
The reserve was created mainly on account of forfeiture of 329,700 partly paid up equity shares		
(ii) Securities premium		
As per last balance sheet	157.50	157.50
Addition during the year	260.00	-
Securities premium at the end of the year	417.50	157.50
Securities premium is used to record the premium on issue of shares. It can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.		
(iii) Special reserve (in terms of section 45IC of Reserve Bank of India Act, 1934)		
As per last balance sheet	7.60	6.29
Transfer to reserve fund in terms of section 45-IC(1) of the RBI Act, 1934	1.82	1.31
	9.41	7.60
Every year the Company transfers a sum of not less than twenty percent of net profit of that year to this statutory reserve fund created pursuant to section 45-IC(1) of the Reserve Bank of India Act, 1934. No appropriation of any sum from the reserve fund is permitted except for the purpose as may be specified by the Reserve Bank of India from time to time.		
(iv) Retained earnings		
As per last balance sheet	(1.82)	(7.05)
Profit for the year	9.09	6.54
Other comprehensive income	-	-
Other comprehensive income transferred to retained earnings	-	-
Transferred from retained earnings to special reserve	(1.82)	(1.31)
	5.45	(1.82)
Retained earnings represents the surplus in Profit and Loss Account post appropriations made from retained earnings		
(v) Other comprehensive income		
Fair valuation of equity investment		
As per last balance sheet	-	-
Other comprehensive income reclassified to retained earnings	-	-
Other comprehensive income	-	-
	-	-
The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated in the FVTOCI equity investment reserve within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.		
Total	440.69	171.60

J R D Finance Limited

Notes to the financial statements for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

19 Other income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Net gain on fair value changes	-	0.02
Interest on income tax refund	0.33	0.89
Total	0.33	0.91

20 Finance costs

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
<u>On financial liabilities measured at amortised cost:</u>		
Interest on borrowings other than debt securities	164.42	152.43
Total	164.42	152.43

21 Changes in inventories

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Opening stock of shares and securities	0.51	0.51
Closing stock of shares and securities	0.51	0.51
Total	-	-

22 Employee benefit expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries, wages and bonus, etc.	10.34	7.46
Staff welfare expenses	-	0.09
Total	10.34	7.55

Note - There is no liability towards gratuity, compensated absences, provident fund, employee state insurance and/or any other type of retirement benefits. Hence, the requirements prescribed under Indian Accounting Standard - 19 are not applicable to the Company.

23 Other expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Rent	17.00	17.00
Rates and taxes	1.83	0.85
Auditor's fees and expenses		
Statutory audit	0.35	0.35
Legal and professional fees	55.22	57.75
Brokerage and commission	38.95	35.45
Filing fees	1.60	0.23
Travelling expenses	19.00	25.35
Advertisement	0.29	0.23
Contingent provision on standard assets	0.84	-
Miscellaneous expenses	1.99	0.40
Total	137.08	137.59

24 Contingent liabilities and commitments**(a) Contingent Liabilities:**

The Company's pending litigations comprised of claims against the Company and proceedings pending with statutory / government authorities. There is only one income tax matter which is pending against the Company (which is not acknowledged as debt).

Particulars	As at March 31, 2025	As at March 31, 2024
Income Tax for A.Y. 2020-21 pending in CIT Appeals	529.48	529.48

(b) There are no other commitments as on March 31, 2025 (March 31, 2024 - Rs. Nil).

J R D Finance Limited

Notes to the financial statements for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

- 25 In terms of Para 14 of Master Direction - Non-Banking Financial Company - Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 issued by Reserve Bank of India , a provision of 0.25 percent of the outstanding amount of the standard assets during the year is required to be made. Accordingly, the closing provision on such assets is Rs 10.65 Lakhs (March 31, 2024: Rs. 9.81 lakhs) and is shown as "Contingent Provision against Standard Assets" in these accounts covered in Note 15.1 and Note No 6.1 respectively.

- 26 Calculation of earnings per share is as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(a) Net profit for basic and diluted earnings per share attributable to equity shareholders	9.09	6.54
Net profit for basic and diluted earnings per share	9.09	6.54
(b) Weighted average number of equity shares for calculation of basic and diluted earnings per share (Face value Rs. 10/- per share)	27,20,300	27,20,300
Number of equity shares outstanding as on 31st March	33,70,300	27,20,300
Number of equity shares considered in calculating basic and diluted EPS	27,63,040	27,20,300
(c) Earnings per share (EPS) of equity share of Rs. 10 each:		
i) Basic (Rs.)	0.33	0.24
ii) Diluted (Rs.)	0.33	0.24

- 27 Related party transactions

Disclosures pursuant to Indian Accounting Standard (Ind AS) 24 " Related Party Disclosures"

- A) Names of related parties and description of relationship

- (i) Group Enterprises and Companies under common control
- Not Applicable -

- (ii) Key Management Personnel (KMP) and their close member

Mr. Himangshu Mondal – Independent Director (Ceased w.e.f.: 25.09.2024)
 Mr. Dilip Kumar Choudhary – Director
 Mrs. Ayeshi Chanak – Woman Director
 Mrs. Pritha Sinha Pandey – Company Secretary
 Mr. Himangshu Mondal — Chief Financial Officer (w.e.f.: 14.02.2025)
 Mr. Jitendra Kumar Bhagat – Independent Director
 Mr. Ganga Saran Pandey – Independent Director (w.e.f.: 26.09.2024)

- B) Related party transactions

Particulars	KMP and their close members	Total
Transactions with related parties during the year		
Remuneration		
Pritha Sinha Pandey	6.72	6.72
Total	6.72	6.72
Himangshu Mondal	0.40	-
Total	0.40	-
Previous Year		
Pritha Sinha Pandey	5.93	5.93
Total	5.93	5.93

- C) Related party balances

Particulars	KMP and their close members	Total
Payable of Expenses		
Pritha Sinha Pandey	-	-
Total	-	-
Himangshu Mondal	-	-
Total	-	-
Previous Year		
Pritha Sinha Pandey	-	-
Total	-	-

Note:

- a. Related parties as defined under clause 9 of the Ind AS 24 'Related Party Disclosures' have been identified based on representations made by key management personnel and information available with the Company. All above transactions are in the ordinary course of business and on arms' length basis.
- b. All transactions with related parties are made in ordinary course of business. For the year ended March 31 2025, the Company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.
- c. Name of the related party and nature of the related party relationship where control exists have been disclosed irrespective of whether or not there have been transactions between the related parties. In other cases, disclosure has been made only when there have been transactions with those parties.

J R D Finance Limited

Notes to the financial statements for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

28 Tax expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Provision for current tax	2.88	2.15
Total	2.88	2.15

Components of tax expense:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current tax		
In respect of the current year	2.86	2.15
In respect of earlier year	0.02	-
Total current tax expense recognised in the current year	2.88	2.15
Deferred tax		
In respect of the current year	0.21	(0.03)
Total deferred tax expense recognised in the current year	0.21	(0.03)
Total tax expense recognised in the current year	3.09	2.12

Reconciliation of tax expenses and profit before tax multiplied by corporate tax rate

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit before tax	12.18	8.66
At corporate tax rate of 25.168% (Mar 31, 2024: 26.00%)	3.00	2.25
Current tax adjustment with respect to earlier years	0.03	-
Depreciation impact	(0.42)	-
Impact of contingent provisions as per NBFC norms	0.21	-
Differential tax rate	-	-
Net gain on fair value changes	-	-
Others	-	(0.13)
Tax expense (effective tax rate of 23.648%, Previous year 24.465%)	2.81	2.12

29 Components of other comprehensive income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Items that will not be reclassified to statement of profit and loss		
Equity instrument fair valued through other comprehensive income	-	-
	-	-

J R D Finance Limited
Notes to the financial statements for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

30 Financial instruments

The accounting classification of each category of financial instrument, their carrying amount and fair value are as follows:-

Particulars	As at March 31, 2025		As at March 31, 2024	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets				
Financial assets measured at amortised cost				
Cash and cash equivalents	43.58	43.58	42.81	42.81
Loans	3,539.50	3,539.50	3,560.81	3,560.81
Investments	0.22	0.22	0.22	0.22
Financial liabilities				
Financial liabilities measured at amortised cost				
Trade payables	-	-	-	-
Other payables	9.13	9.13	7.48	7.48
Borrowings (other than debt securities)	848.65	848.65	1,161.46	1,161.46
Subordinated liabilities	2,000.00	2,000.00	2,000.00	2,000.00

Fair valuation techniques

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

- The fair value of cash and cash equivalents, loans, current trade payables, current financial liabilities and assets approximate their carrying amount largely due to the short-term nature of these instruments. The management considers that the carrying amounts of financial assets and financial liabilities recognised at nominal cost/amortised cost in the financial statements approximate their fair values.

- The Company's long-term debt has been contracted at floating rates of interest. Fair value of variable interest rate borrowings approximates their carrying value subject to adjustments made for transaction cost. In respect of fixed interest rate borrowings, fair value is determined by using discount rates that reflects the present borrowing rate of the Company.

Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques:-

i) Level 1 :- Quoted prices / published NAV (unadjusted) in active markets for identical assets or liabilities. It includes fair value of financial instruments traded in active markets and are based on quoted market prices at the balance sheet date and financial instruments like mutual funds for which net assets value (NAV) is published by mutual fund operators at the balance sheet date.

ii) Level 2 :- Inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). It includes fair value of the financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on the Company specific estimates. If all significant inputs required to fair value an instrument are observable then instrument is included in Level 2.

iii) Level 3 :- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs). If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as at balance sheet date:

Particulars	As at March 31	Fair value measurements at reporting date using		
		Level 1	Level 2	Level 3
Financial assets				
Investments	0.22	0.22	-	-
	(0.22)	(0.22)	-	-

(*) Figures in round brackets () indicate figures as at March 31, 2024

During the year ended March 31, 2025 and March 31, 2024, there were no transfers between Level 1, Level 2 and Level 3.

The inputs used in fair valuation measurement are as follows:

Fair valuation of financial assets and liabilities not within the operating cycle of the Company is amortised based on the Effective Interest Rate (i.e. EIR).

Financial risk factors

The Company's activities are exposed to variety of financial risks. The key financial risks includes market risk, credit risk and liquidity risk. The Company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The Board of Directors reviews and approves policies for managing these risks. The risks are governed by appropriate policies and procedures and accordingly financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

Market risk

Market risk is the risk or uncertainty arising from possible market fluctuations resulting in variation in the fair value of future cash flows of a financial instrument. The major components of Market risks are currency risk, interest rate risk and other price risk. Financial instruments affected by market risk includes investments and trade and other payables.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company doesn't have exposure to the risk of changes in foreign exchange rates and hence is not subjected to such risk.

Interest rate risk

Interest rate risk arises when there is a mismatch between positions, which are subject to interest rate adjustment within a specified period. The Company's lending and funding activities give rise to interest rate risk.

The immediate impact of variation in interest rate is on the Company's net interest income, while a long term impact is on the Company's net worth since the economic value of the assets, liabilities and off-balance sheet exposures are affected. While assessing interest rate risks, signals given to the market by RBI and government departments from time to time and the financial industry's reaction to them shall be continuously monitored.

Interest Rate Risk arises due to:

- Changes in Regulatory or Market Conditions affecting the interest rates
- Short term volatility
- Prepayment risk translating into a reinvestment risk
- Real interest rate risk.

In short run, change in interest rate affects Company's earnings and in long run it affects Market Value of Equity (MVE) or net worth. It is essential for the Company to not only quantify the interest rate risk but also to manage it proactively. The Company mitigates its interest rate risk by keeping a balanced portfolio of fixed and variable rate loans and borrowings. Further Company carries out Earnings at risk analysis and maturity gap analysis at quarterly intervals to quantify the risk.

With all other variables held constant, the following table demonstrates the impact of the Interest Rate on floating rate portion of loans and borrowings and Advances are given as under:

Particulars	Effect on Profit before tax	
	For the year ended March 31, 2025	For the year ended March 31, 2024
Increase in 50 basis points		
Borrowings- Floating Rate	4.24	5.81
Increase in 50 basis points		
Loans and Advances- Floating Rate	17.70	17.80

A decrease in 0.50 basis point would have an equal and opposite effect on the Company's financial statements.

Other price risk

The Company's non-current investments which are fair valued through other comprehensive income are dependent upon the volatility of the market and business in which the said Company operates.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily loans or interest accrued balances). The management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. The Company periodically assesses the financial reliability of its borrowers, taking into account the financial condition and current economic trends.

The carrying amount of respective financial assets recognised in the financial statements, (net of impairment losses) represents the Company's maximum exposure to credit risk.

The Company establishes an allowance for impairment that represents its estimate of incurred losses in respect of doubtful loans and advances. Receivables from its borrowers are reviewed/evaluated periodically by the management and appropriate provisions are made to the extent recovery there against has been considered to be remote.

Financial assets that are neither past due nor impaired

Cash and cash equivalents are neither past due nor impaired. Cash and cash equivalents with banks are held with reputed and credit worthy banking institutions.

Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's objective is to maintain optimum level of liquidity to meet its cash and collateral requirements at all times. The Company relies on borrowings and internal accruals to meet its fund requirement. The current committed line of credit are sufficient to meet its short to medium term fund requirement.

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Notes to the financial statements for the year ended March 31, 2025

(All amounts in Indian Rupees in lakhs, except share data and where otherwise stated)

Financial instruments (continued)

Maturity analysis of financial liabilities
As at March 31, 2025

Particulars	Carrying Amount	On demand	Less than 6 months	6 to 12 months	> 1 year	Total
Borrowings (other than debt securities)	848.65	848.65	-	-	-	848.65
Subordinated liabilities	2,000.00	-	-	-	2,000.00	2,000.00
Trade and other payables	9.13	9.13	-	-	-	9.13

As at March 31, 2024

Particulars	Carrying Amount	On Demand	Less than 6 months	6 to 12 months	> 1 year	Total
Borrowings (Other than Debt Securities)	1,161.46	1,161.46	-	-	-	1,161.46
Subordinated Liabilities	2,000.00	-	-	-	2,000.00	2,000.00
Trade and other payables	7.48	7.48	-	-	-	7.48

The Company has current financial assets which will be realised in ordinary course of business. The Company ensures that it has sufficient cash on demand to meet expected operational expenses.
The Company relies on operating cash flows to meet its need for funds.

31 Capital management

The primary objective of the Company's capital management is to ensure that it maintains a healthy capital ratio in order to support its business and maximise shareholder value. The Company's objective when managing capital is to safeguard their ability to continue as a going concern so that they can continue to provide returns for shareholders and benefits for other stake holders. The Company is focused on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required without where the risk profile of the Company. The Company monitors capital using a capital adequacy ratio as prescribed by the RBI guidelines.

32 Ratios

The following are analytical ratios for the year ended March 31, 2025 and March 31, 2024:

Particulars	Numerator	Denominator	As at / For the year ended March 31, 2025	As at / For the year ended March 31, 2024	Variance	Remarks (if variance is more than 25%)
Capital to risk-weighted assets ratio (CRAR)	Tier I Capital + Tier II Capital	Risk Weighted Assets	21.59%	12.12%	-78.08%	Due to increase in equity
Tier I CRAR	Tier I Capital	Risk Weighted Assets	21.59%	12.12%	-78.08%	Due to increase in equity
Tier II CRAR	Tier II Capital	Risk Weighted Assets	0.00%	0.00%	0.00%	NA
Liquidity Coverage Ratio	Cash and cash equivalents + Liquid assets	Total Net cash outflows over the next 30 calendar days	4.77	5.73	16.63%	NA

33 Additional regulatory information required by Schedule III of Companies Act, 2013

- (i) Details of Benami property: No proceedings have been initiated or are pending against the Company for holding any Benami property under the Benami Transactions (prohibition) Act, 1988 (45 of 1988) and the made thereunder.
- (ii) Utilisation of borrowed funds and share premium: The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
- The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- (b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
- (iii) Compliance with number of layers of companies: The Company has not invested in any Company , and therefore is not required to comply with the number of layers prescribed under the Companies Act, 2013.
- (iv) Compliance with approved scheme(s) of arrangements: The Company has not entered into any scheme of arrangement which has any accounting impact on current or previous financial year.
- (v) Undisclosed Income: There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.
- (vi) Details of crypto currency or virtual currency: The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.
- (vii) Valuation of PP&E, intangible asset and investment property: : The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

34 There are no immovable properties that are held by Company whose title deeds are not held in the name of the Company.

35 Relationship with Struck-off Companies: Based on information available with the Company from the website of Ministry of Corporate Affairs, there were no transaction during the current year with such companies.

36 Comparative figures for the previous year have been regrouped wherever applicable to make them comparable with those of the current year's figure.

37 Events after reporting date: There have been no events after the reporting date that require adjustment/disclosure in these financial statements.

As per our report of even date.

For Gupta & Manglik
Chartered Accountants
ICAI Firm Registration No. 311118E

For and on behalf of the Board of Directors of **J R D Finance Limited**
CIN No.: L65999WB1993PLC058107

Rahul Gupta
Partner
Membership No. 065761

Dilip Kumar Choudhary
Director
(DIN - 00080390)

Ganga Saran Pandey
Director
(DIN - 02292513)

Place : Kolkata
Date: 29-May-2025

Himangshu Mondal
Chief Financial Officer

Pritha Sinha Pandey
Company Secretary
(Membership No. A29593)

J R D FINANCE LIMITED

Reg.Off. : 1/1A, Biplabi Anukul Chandra Street, 5th Floor, Room No. 5G, Kolkata – 700 072

Tel: +91 33 4006 6062; Email Id: fin.jrd@gmail.com; Website: www.jrdfinance.com

CIN: L65999WB1993PLC058107

ATTENDANCE SLIP

(32nd ANNUAL GENERAL MEETING HELD ON SATURDAY, 30TH AUGUST, 2025 AT 11.00 A.M)

Registered Folio/ DP & Client ID No.	
Name and Address of the Shareholder(s)	

I/We hereby record my/our presence at the 32nd Annual General Meeting of the Company held on Saturday, 30th August, 2025 at 11.00 A.M. at 1/1A Biplabi Anukul Chandra Street, 5th Floor, Room No. 5G, Kolkata - 700072.

Member's Folio/ Dp ID/ Client ID No.

Member's / Proxy's name in Block Letters

Member's / Proxy's Signature

Note: Please complete the Folio/DP ID & Client ID No. and name, sign this attendance slip and hand it over at the Attendance verification Counter at the entrance of the Meeting Hall.

.....**tearhere**.....
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]

CIN : L65999WB1993PLC058107

Name of the Company : J R D Finance Limited

Registered Office : 1/1A Biplabi Anukul Chandra Street, 5th Floor, Room No. 5G, Kolkata - 700072

Name of the Member(s)	:
Registered Address	:
E-mail ID	:
Folio No. / Client ID	:
DP ID	:

I / We, being the member(s) of shares of the above named Company, hereby appoint :

1. Name:
Address:
E-mail ID: Signature:or failing him/her,
2. Name:
Address:
E-mail ID: Signature:or failing him/her,
3. Name:
Address:
E-mail ID: Signature:

As my/our proxy to attend and vote (on a poll) for me/ us on my/ our behalf at the 32nd Annual General Meeting of the Company, to be held on the 30th Day of August, 2025 at 11.00 a.m. at 1/1A Biplabi Anukul Chandra Street, 5th Floor, Room No. 5G, Kolkata - 700072 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.	Resolution Proposed	For	Against
1.	Adoption of Audited Financial Statements for the year ended 31st March, 2025.		
2.	Approval to re-appoint Ms. Ayeshi Chanak, Director, who retires by rotation.		
3.	To Designate Mr. Dilip Kumar Choudhary as whole time director of the Company and to fix remuneration payable to him		
4.	To Appoint of Secretarial Auditor		

Signed this day of 2025

Signature of the Shareholder(s) Signature of Proxy (s).....

Note: The 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.

Affix
Revenue
Stamp

J R D FINANCE LIMITED

Reg.Off. : 1/1A, Biplabi Anukul Chandra Street, 5th Floor, Room No. 5G, Kolkata – 700 072
Tel: +91 33 4006 6062; Email Id: fin.jrd@gmail.com; Website: www.jrdfinance.com
CIN: L65999WB1993PLC058107

(ANNEXURE TO THE NOTICE FOR THE 32ND ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON SATURDAY, THE 30TH DAY OF AUGUST, 2025 AT 11.00 A.M)

Name & Registered Address
of Sole/First named Member :

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the 32nd Annual General Meeting (AGM) to be held at 1/1A, Biplabi Anukul Chandra Street, 5th Floor, Room No. 5G, Kolkata – 700 072 on Saturday, the 30th Day of August, 2025 at 11.00 A.M. and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVS (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
250805010		

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

Remote e-Voting Start On	Remote e-Voting End On
27 th August, 2025 at 9:00 A.M.	29 th August, 2025 at 5:00 P.M.

Please read the instructions mentioned in the Notice of the AGM before exercising your vote.

By Order of the Board
For **J R D Finance Limited**

Pritha Sinha Pandey
Company Secretary & Compliance Officer
Place: Kolkata
Date : 05/08/2025