



RAJPUTANA INVESTMENT
AND FINANCE LIMITED

77TH ANNUAL REPORT
2018-2019



RAJPUTANA INVESTMENT & FINANCE LIMITED

CIN:L65929WB1941PLC010731

Registered Address :“Nanda Tower”, 90 Phears Lane, Room No.601, 6th Floor,
Kolkata – 700012 **Contact No.:**91 + 82320 27550

Corporate Address : 3rd Floor, AB Mall, Thrissur Kunnamkulam - 680503, Kerala

E-Mail ID :info@rajputanainvestment.com, **Website :**www.rajputanainvestment.com

CORPORATE INFORMATION

BOARD OF DIRECTORS:

Managing Director & CFO

Mr. Pankaj Kumar Kanodia

Executive Director

Mr. Kochumathew Chowailoor Joseph

Non-Executive Independent Director

Mr.Mathew Jose
Mr. B R Nalupurakkal
Mr. Sunny Mathew
Ms. Liji Jmmy Thalakkottoor

BOARD COMMITTEES :

Audit Committee

Mr. Mathew Jose – Chairman
Mr. B R Nalupurakkal - Member
Mr. Kochumathew C J- Member
Mr. Sunny Mathew-Member

**Nomination & Remuneration
Committee**

Mr. B R Nalupurakkal – Chairman
Mr. Mathew Jose - Member
Mr. Sunny Mathew-Member

Stakeholders Relationship Committee

Mr. Mathew Jose – Chairman
Mr. B R Nalupurakkal - Member
Mr. Kochumathew C J- Member
Mr. Sunny Mathew-Member

AUDITORS :

Statutory Auditor:

M/s. Gupta Agarwal & Associates
23 Gangadhar Babu Lane, Imax Lohia
Square, 3rd Floor, Room No. 3A
Kolkata – 700 012

Internal Auditor:

M/s. V.K. Singhania & Associates
8/1, Balmukund Macker Road
3rd Floor, Kolkata- 700 001

Secretarial Auditor:

M/s. Vishnu Agarwal & Associates
1G-6/2 Aswani Nagar Ganapati
Vihar, Block 2 Flat No 101,
Baguiati, Kolkata – 700 159

Company Secretary & Compliance Officer:

Ms. Puja Seth

Bankers :

Axis Bank Limited
Bandhan Bank Limited

Registrar & Transfer Agent :

Maheshwari Datamatics Pvt. Ltd.
23 R.N Mukherjee Road, 5th Floor, Kolkata – 700001
Contact No. : 033 2243 5029/22482248
Fax – 033 22484787
E mail ID: mpdl@cal.vsnl.net.in,mdpldc@yahoo.com
Website: info@mdpl.in



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NOTICE

NOTICE is hereby given that the Seventy-Seventh Annual General Meeting of the Members of **Rajputana Investment & Finance Limited** will be held at “NPG Hotel”, 43/4, New Town Road, Chinar Park, Kolkata – 700 157 on Monday, 30th day of September, 2019 at 12:30P.M. to transact the following business:

ORDINARY BUSINESS:-

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 as on that date and the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Kochumathew Chowailoor Joseph (Din: 02685057), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Sunny Mathew (Din : 08389552) Additional Director, as a Non – Executive Independent Director.

To consider, and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and as per the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sunny Mathew (Din : 08389552), who was appointed as an Additional Non – Executive Independent Director in the Board Meeting held on May 14, 2019, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who hold office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director not liable to retire by rotation, be and is hereby appointed as an Non-Executive, Independent Director of the Company to hold office for five consecutive years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held on the financial year 2023-24.”

RESOLVED FURTHER THAT any one Director and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution. “

4. Appointment of Mrs. Liji Jmmy Thalakkottoor (Din : 08448618) Additional Director, as a Non – Executive Independent Director.

To consider, and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of

Directors) Rules, 2014 and as per the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Liji Jmmy Thalakkottoor (Din : 08448618), who was appointed as an Additional Non – Executive Independent Director in the Board Meeting held on May 14, 2019, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who hold office upto the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director not liable to retire by rotation, be and is hereby appointed as an Non-Executive, Independent Director of the Company to hold office for five consecutive years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held on the financial year 2023-24.”

RESOLVED FURTHER THAT any one Director and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution. “

5. Resignation of Mr. Pankaj Kumar Kanodia (Din : 07020952) from the post of Managing Director & CFO of the Company.

To consider, and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:

RESOLVED THAT resignation of Mr. Pankaj Kumar Kanodia from the post of Managing Director and CFO of the Company w.e.f September 30, 2019 be and is hereby taken note of. Due to pre-occupation elsewhere, he is not able to devote his time to the affairs of the Company.

RESOLVED FURTHER THAT the Board places on record its appreciation for the assistance and guidance provided by Mr. Pankaj Kumar Kanodia, during his tenure as Managing Director & CFO of the Company.

RESOLVED FURTHER THAT any one Director and Company Secretary of the Company be and are hereby severally authorized to sign and file requisite e-forms with the Registrar of Companies, and do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution.”

6. Appointment of Mr. Kochumathew Chowailoor Joseph (Din: 02685057) as Managing Director & CFO of the Company.

To consider, and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof], the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and such other approvals, permissions and sanctions as may be required, consent of the Company be and is hereby accorded to the appointment and terms of remuneration of Mr. Kochumathew Chowailoor Joseph (Din: 02685057) as Managing Director & CFO of the Company for a period of 5 years commencing from 30 September, 2019 upto 31st August, 2024, upon the terms and conditions as set out in the Explanatory Statement annexed to this Notice (including the remuneration to be paid in the event of loss or inadequacy of profits in any

financial year during the aforesaid period), with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and remuneration in such manner as may be agreed to between the Board and Mr. Kochumathew Chowailoor Joseph.

RESOLVED FURTHER THAT any one Director and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution.”

7. Increase in Authorised Share Capital and substitution of Clause V in the Memorandum of Association of the Company

To consider, and if thought fit, to pass with or without modifications, the following Resolution as a Ordinary Resolution

“RESOLVED THAT to Sections 13 and 61 of the Companies Act, 2013, and the relevant rules formed thereunder and in accordance with the provisions of the Articles of Association of the Company, the consent of the shareholders of the Company , be and is hereby accorded for increase in the Authorised Share Capital of the Company from Rs. 31,000,000 (Rupees Three Crore Ten Lakhs) divided into 31,00,000 (Thirty One Lakh) equity shares of Rs. 10 (Rupee Ten only) each to Rs. 40,000,000 (Rupees Four Crore) divided into 40,00,000 (Forty Lakh) equity shares of Rs. 10 (Rupee Ten only) each by creation of 9,00,000 (Nine Lakh) equity shares of Rs. 10 (Rupees Ten only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V The Authorised Share Capital of the Company Rs. 40,000,000 (Rupees Four Crore only) divided into 40,00,000 (Forty Lakh) equity shares of Rs. 10 (Rupees Ten) each with such rights, privileges and conditions attaching thereto as are provided by the regulations of the company for the time being, with power to increase or decrease the capital of the company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential, rights, privileges or conditions as may be determined by or in accordance with the Article of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act, or provided by the Article of the Company for the time being.

“RESOLVED FURTHER THAT any one Director and Company Secretary of the Company be and are hereby severally authorized to sign and file requisite e-forms with the Registrar of Companies, and do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution

**By Order of the Board
For Rajputana Investment & Finance Limited**

Registered Office :

“Nanda Tower”, 90 Phears Lane, Room No.601,
6th Floor, Kolkata – 700 012

Dated : September 02, 2019

**Sd/-
Puja Seth
Company Secretary
ACS - 50963**

NOTES :

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE 'MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED, DULY COMPLETED AND SIGNED, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH.**

A person can act as a proxy on behalf of not exceeding fifty (50) and holding in aggregate not more than ten (10) percent of the total share capital of the company carrying voting rights. A member holding more than ten (10) 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 a proxy for any other person or shareholder.

3. Proxies shall be made available for inspection during twenty four hours before the time fixed for commencement of the meeting and ending with conclusion of the meeting.
4. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of the Members & Share Transfer Books of the Company will remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive), for the purpose of AGM.
5. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
6. Members are requested to intimate change in their address, if any, immediately to the Company's Registrar & Share Transfer Agent M/s. Maheshwari Datamatics Private Limited, 23 R.N Mukherjee Road, 5th Floor, Kolkata - 700 001 by quoting their Folio Number(s).
7. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company quoting their folio number(s).
8. Any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.
9. The complete particulars of the venue of the Meeting including route map and prominent landmark for easy location is enclosed for the convenience of the Members.

The same has been posted on the website of the Company www.rajputanainvestment.com.

10. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self

attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.

11. Members desiring any information on accounts are advised to write to the Company at least seven days before the Meeting to enable the Management to keep the information ready at the Meeting.
12. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. Corporate Members are required to send to the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.
14. Members / Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting.
15. In view of the amendment made to the Section 139 of the Companies Act, 2013 vide the Companies (Amendment) Act, 2017 which is effective from May 07, 2018, annual ratification of appointment of Statutory Auditors have been done away with. Hence no resolution has been proposed for the same.
16. **E-voting :Voting through electronic means**

- I.** In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to provide Members the facility to exercise their right to vote at the AGM of the Company by electronic means and the business may be transacted through E-voting Services provided by Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot/polling papers shall also be made available at the venue of 77th Annual General Meeting and the members who have not cast their votes by remote e-voting shall be able to vote at the meeting through ballot/polling 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

- II.** The E-voting period commences on Friday, September 27, 2019 (9:00 am) and ends on Sunday, September 29, 2019 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2019 may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- III.** The voting rights of shareholders shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on the cut-off date of September 23, 2019.
- IV.** M/s. Vishnu Agarwal & Associates, Practicing Company Secretary, Kolkata (Practicing No. 21322), has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
- V.** The notice of Annual General Meeting will be sent to the members, whose names appear in the register of

members / depositories as at closing hours of business, on August 30, 2019.

- VI.** Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting E-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- VII.** Investors who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. September 23, 2019 are requested to send the written / email communication to the Company at info@rajputanainvestment.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for E-voting.

The instructions for e-voting are as under:

A. In case of members receiving e-mail:

- a) Log on to the e-voting website www.evotingindia.com
- b) Click on “Shareholders” tab.
- c) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- d) Now Enter your User ID.
 - For CDSL: 16 digits beneficiary ID,
 - For CDSL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e) Next enter the Image Verification as displayed and Click on Login.
- f) If you are holding shares in demat form and had logged on www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- g) If you are a first time user follow the steps given below:-

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

- h) After entering these details appropriately, click on “SUBMIT” tab.

- i) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j) For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- k) Click on the EVSN for the relevant **“Rajputana Investment & Finance Limited”** on which you choose to vote.
- l) 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.
- m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- n) 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.
- o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- q) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r) **Note for Non-Individual Shareholders and custodians**
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the accounts (s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- s) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQ”) and e-voting manual available at www.evotingindia.com, under help Section or write an email to helpdesk.evoting@cdslindia.com.

VIII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and E-voting user manual for Shareholders available at the Downloads Section of www.evotingindia.com.

IX. If you are already registered with CDSL for E-voting then you can use your existing user ID and password/PIN for casting your vote.

- X.** You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- XI.** The Scrutinizer shall within a period not exceeding one (1) working days from the conclusion of the E-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- XII.** The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rajputanainvestment.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and Central Depository Services (India) Limited.

17. The Notice of the 77th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all the members whose email address are registered with the Company/Depository Participant(s), unless a member has requested a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the documents are being sent by the permitted mode.

18. Members may also note that the Notice of the 77th AGM and the Annual Report 2018-19 will be available on the Company's website www.rajputanainvestment.com. The physical copies of the documents will also be available at the Company's registered office for inspection on all working days except Saturdays between 10:00 am to 1:00 pm upto September 26, 2019. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at info@rajputanainvestment.com.

19. Disclosure pursuant to Section 196(4) of the Companies Act, 2013, the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, and Secretarial Standards-2, with respect to Directors seeking re-appointment/appointment in the forthcoming Annual General Meeting is annexed. The Directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and Rules thereunder.

20. The Ministry of Corporate Affairs, Government of India has introduced a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the companies for service of documents to their members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013.

In view of the above, the Company has communicated through its Annual Report and also through separate letters requesting Members to register their Email Id with the Company/RA. However, members who are desirous of obtaining physical copies of Notices, Postal Ballots, Annual Reports and other documents may forward their written request to the Company/RTA for the same.

21. Members seeking any information or clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide replies at the meeting.

22. The shares of the Company are under compulsory demat list of SEBI w.e.f October 01, 2000. The trading in equity shares can be only in demat form. In case you do not hold shares in demat form, you may do so by opening account with a depository participant and complete dematerialization formalities.

MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONVERT THEIR HOLDING TO DEMATERIALISED FORM THROUGH DEPOSITORY PARTICIPANT.

23. Relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays between 10:00 am to 1:00 pm upto September 26, 2019 and will also be available for inspection at the Meeting.
24. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.

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

ITEM NO. 3

Mr. Sunny Mathew, (Din 08389552) is an Additional Non-Executive Independent Director of the Company and has held the positions as such from May 14, 2019.

It is proposed to appoint Mr. Sunny Mathew, (Din 08389552) as an Additional Non-Executive Independent Directors not liable to retire by rotation pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and as per provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, to hold office for five consecutive years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held on the financial year 2023-2024.

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Sunny Mathew shall hold office up to the date of this Annual General Meeting ("AGM") and is eligible to be appointed as Directors. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing her candidature for the office of Directors.

The Company has received declarations from Mr. Sunny Mathew to the effect that he meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Brief resume of Mr. Sunny Mathew, (Din 08389552), nature of his expertise in specific functional areas and names of companies in which they hold Directorships and memberships / chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated and as per provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, are given in the Annexure to the Notice forming part of the Annual Report.

Except Mr. Sunny Mathew, (Din 08389552), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions

The Board recommends the Ordinary Resolutions set out at Item Nos. 3 of the Notice for approval by the shareholders.

ITEM NO. 4

Mrs. Liji Jmmy Thalakkottoor, (Din 08448618) is an Additional Non-Executive Independent Director of the Company and has held the positions as such from May 14, 2019.

It is proposed to appoint Mrs. Liji Jmmy Thalakkottoor, (Din 08448618) as an Additional Non-Executive Independent Directors not liable to retire by rotation pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and as per provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, to hold office for five consecutive years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held on the financial year 2023-2024.

Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mrs. Liji Jmmy Thalakkottoor shall hold office up to the date of this Annual General Meeting (“AGM”) and is eligible to be appointed as Directors. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing her candidature for the office of Directors.

The Company has received declarations from Mrs. Liji Jmmy Thalakkottoor to the effect that she meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Brief resume of Mrs. Liji Jmmy Thalakkottoor, (Din 08448618), nature of his expertise in specific functional areas and names of companies in which they hold Directorships and memberships / chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated and as per provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, are given in the Annexure to the Notice forming part of the Annual Report.

Except Mrs. Liji Jmmy Thalakkottoor, (Din 08448618), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions

The Board recommends the Ordinary Resolutions set out at Item Nos. 4 of the Notice for approval by the shareholders.

ITEM NO. 5

Resignation of Mr. Pankaj Kumar Kanodia (Din: 07020952) form the post of Managing Director and CFO of the Company.

Due to pre-occupation and unavoidable circumstances, Mr. Pankaj Kumar Kanodia he is not able to devote his time to the affairs and management of the Company and expressed his willingness to resign from the post of Managing Director and Chief Financial Officer of the Company.

The Chairman informed the shareholders that Mr. Pankaj Kumar Kanodia had placed his resignation letter dated August 30, 2019. His resignation is hereby accepted w.e.f September 30, 2019 from the post of Managing Director and Chief Financial Officer of the Company.

The Board recommends the Special Resolutions set out at Item Nos. 5 of the Notice for approval by the shareholders

ITEM NO. 6

It is proposed to appoint Mr. Kochumathew Chowailoor Joseph (Din: 02685057) Managing Director & CFO of the Company pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and as per provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, to hold office for five consecutive years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held on the financial year 2023-2024

Mr. Kochumathew Chowailoor Joseph is proposed to be appointed as Managing Director of the Company on September 30, 2019 for a period of 5 years. The term of office of Mr. Kochumathew Chowailoor Joseph as Managing Director of the Company is due to expire on August 31, 2024. The present proposal is to seek the Shareholders' approval for the appointment of Mr. Kochumathew Chowailoor Joseph as the Managing Director & CFO of the Company in terms of the applicable provisions of the Companies Act, 2013.

The payment of remuneration has already been approved by the Nomination & Remuneration Committee & subsequently by the Board of Directors in its Board Meeting held on the same date. Therefore the Board proposes to seek approval of the Shareholders of the Company, approving the payment of remuneration for a maximum of Rs. 10,000/- per month to Mr. Kochumathew Chowailoor Joseph. The details relating to the salary and perquisites are specified and mentioned in detail in the agreement.

Except Mr. Kochumathew Chowailoor Joseph (Din: 02685057), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions

The Board recommends the Special Resolutions set out at Item Nos. 6 of the Notice for approval by the shareholders.

ITEM NO. 7

In order to meet its growth objectives and to strengthen its financial position, it is required to generate long term resources by issuing securities. It is therefore required to increase the Authorised Share Capital of the company from Rs. 31,000,000 (Rupees Three Crore Ten Lakh only) to Rs. 40,000,000 (Rupees Four Crore only) by creation of Rs. 9,00,000 (Nine Lakh) equity shares of Rs. 10/- (Rupees Ten) each. The Memorandum of the Company is proposed to be suitably altered.

None of the directors are interested in the resolution.

The Board recommends the Ordinary Resolutions set out at Item Nos. 7 of the Notice for approval by the shareholders

**By Order of the Board
For Rajputana Investment & Finance Limited**

Registered Office :

“Nanda Tower”, 90 Phears Lane, Room No.601,
6th Floor, Kolkata – 700 012

Dated :September 02, 2019

**Sd/-
Puja Seth
Company Secretary
ACS - 50963**

ANNEXURE TO NOTICE

Details of the Directors Seeking Appointment / Re-Appointment in Forthcoming Annual General Meeting (In pursuance of Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Name of the Director	Mr. Sunny Mathew	Mrs. Liji Jimmy Thalakkottoor	Mr. Kochumathew C J
Date of Birth	30/05/1970	17/02/1981	05/05/1948
Date of Appointment	14/05/2019	14/05/2019	31/07/2018
Qualification	LLB	LLB	Higher Secondary
Expertise in specific functional areas	More than 16 years of experience as an Advocate	More than 13 years of experience as an Advocate	Wide managerial and administrative experience.
List of other Companies in which Directorship held as on March 31, 2019.	BRD SECURITIES LIMITED - WTD CKL NIDHI LIMITED- Director B R D MOTORS LIMITED- Director B R D CAR WORLD LIMITED - Director	None	BRD SECURITIES LIMITED - WTD B R D FINANCE LIMITED- Additional Director B R D MOTORS LIMITED- Additional Director B R D CAR WORLD LIMITED - Additional Director
Chairman/Member of the Committees of the Board of other Companies on which he/she is a Director as on March 31, 2019.	None	None	None
Relationship with other Directors and Key Managerial Personnel.	None	None	None
Meetings of the Board attended during the year	2	2	8
Terms & conditions of Appointment / Re-appointment.	Regularization as a Non-Executive Independent Director for five years till the conclusion of Annual General Meeting to be held on the financial year 2023-24.”	Regularization as a Non-Executive Independent Director for five years till the conclusion of Annual General Meeting to be held on the financial year 2023-24.”	Appointment as a Managing Director & CFO of the Company..
Details of Remuneration sought to be paid	Only sitting fees attending Board and Committee Meetings	Only sitting fees attending Board and Committee Meetings	As per the agreement.

Last drawn Remuneration	-	-	-
No. of Equity Shares held in the Company	Nil	Nil	1,00,000

By Order of the Board
For Rajputana Investment & Finance Limited

Registered Office :

“Nanda Tower”, 90 Phears Lane, Room No.601,
6th Floor, Kolkata – 700 012

Dated :September 02, 2019

Sd/-
Puja Seth
Company Secretary
ACS - 50963

DIRECTORS REPORT

Dear Shareholders,

Your Directors have pleasure in presenting their Seventy-Seventh Annual Report together with the Audited Financial Statements of the Company for the Year ended March 31, 2019.

Financial Highlights

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

(Amount in Rupees)

<u>Particulars</u>	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Total Revenue	16,19,271	34,25,037
Profit/(Loss) before taxation	2,56,802	(6,56,083)
Less: Tax Expense	49,410	-
Profit/(Loss) after tax	2,07,392	(6,56,083)
Add: Balance B/F from the previous year	(7,45,421)	(89,338)
Balance Profit / (Loss) C/F to the next year	(5,38,029)	(7,45,421)

Review of Operations

During the year under review the Company has recorded a total revenue of Rs. 16,19,271/- as compared to Rs. 34,25,037/- in the previous year. The Company has recorded a net profit of Rs. 2,07,392/- as previous year net loss was Rs. 6,56,083/-.

Share Capital

The Company has 30,800,000/- Equity Share Capital for the Financial Year ended March 31, 2019.

Change in Management

There was no change in the management of the Company during the financial year ended March 31, 2019.

Change in the Nature of Business

The Company is engaged in the business of Investment and Financial Activity. There was no change in the nature of business of the Company.

Dividends

The Board does not recommend any dividend for the financial year 2018-19.

General Reserve

The Company has not transferred any fund to General Reserve during the financial year 2018-19.

Number of meeting of Board of Directors

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. During the year, **thirteen** Board meetings were held. The maximum time gap between any two consecutive meetings did not exceed 120 days. The date on which the Board Meetings were held are **11.04.2018, 28.05.2018, 13.07.2018, 30.07.2018, 31.07.2018, 03.09.2018, 05.09.2018, 30.10.2018, 13.11.2018, 20.11.2018, 05.12.2018, 12.02.2019 & 04.03.2019**.

Meeting of Independent Directors

During the year under review, a separate meeting of Independent Directors was held on March 04, 2019 wherein the performance of the Non-Independent Director and the Board as a whole was reviewed. The Independent Director at their meeting also assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board of Directors of the Company.

Committees of the Board :

The Company has constituted / re-constituted various Board level committees in accordance with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Details of all the Committees along with their composition and meetings held during the year under review are provided in the Report on Corporate Governance forming part of this Annual Report.

Audit Committee :

The composition, powers, role and terms of reference of the Audit Committee are in accordance with the requirements prescribed under Section 177 of the Companies Act, 2013 read with the rules made thereunder and Regulation 18 and 21 read with Part C of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The major tasks performed by the Audit Committee may be grouped under the following heads

Statutory Audit, Internal Audit, Reporting and other aspects

- The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The Committee acts as a link between the Management, Auditors and the Board of Directors of the Company and has full access to the financial information.
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible and ensuring timely submission to statutory authorities.
- Reviewing the Management Discussion & Analysis of financial and operational performance.
- Review the adequacy and effectiveness of the Company's system and internal control.
- To review the functioning of the Whistle Blower mechanism.

Roles of the Audit Committee

- Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and internal Auditors considering their independence and effectiveness and their replacement and removal.
- To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Discussion with internal auditors of any significant findings and follow up there on.

Powers of the Audit Committee

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Committee as on date of this report comprises of Mr. Mathew Jose, Mr. Bahuleyan Raman Nalupurakkal, Mr. Sunny Mathew & Mr. Kochumathew Chowailoor Joseph.

Nomination & Remuneration Committee :

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of the SEBI (LODR) Regulations, 2015

The Terms of Reference of the Committee are as follows

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, key managerial personnel and other employees
- Formulation of criteria for evaluation of Independent Directors and the Board
- Devising a policy on Board diversity
- Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The remuneration policy as adopted by the Company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and Professional services are suitably remunerated according to the industry.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable
- Perform such other functions as may be necessary or appropriate for the performance of its duties

Performance Evaluation of Directors

In compliance with the provisions of the Listing Regulations, 2015 the Nomination and Remuneration Committee on the basis of the Board Evaluation Policy and framework adopted by the Board contemplated by the evaluation process of the Independent Directors Evaluation criteria formulated for the Independent Directors are broadly based on

- Leadership & stewardship abilities
- Contributing to clearly defined corporate objectives and plans
- Performance of duties and level of insight
- Professional conduct and independence
- Qualification, experience and past track records

The Committee as on date of this report comprises of Mr. Mathew Jose, Mr. Bahuleyan Raman Nalapurakkal & Mr. Sunny Mathew.

Stakeholders Relationship Committee :

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 2015 read with Part D of Schedule II of SEBI (LODR) Regulations, 2015.

The Committee looks into Share transfer, reviews shareholders'/investors' complaints and resolution thereof

The Committee performs following Functions

- Transfer/Transmission of shares
- Issue of Duplicate Share Certificates
- Review of Share dematerialization and re-materialization
- Monitoring the expeditious Redressal of Investor Grievances
- Monitoring the performance of Company's Registrar & Transfer Agent

The Committee as on date of this report comprises of Mr. Mathew Jose, Mr. Bahuleyan Raman Nalupurakkal, Mr. Sunny Mathew & Mr. Kochumathew Chowailoor Joseph

Material Changes and Commitments, if any, affecting financial position

There is no such material change and commitment affecting the financial position of your Company which have occurred between the end of the financial year of your company to which the financial statements relate and the date of the report.

Details of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013 are given in the notes to the financial statements.

Extract of Annual Return

The extract of Annual Return in Form No. MGT-9 pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management & Administration) Rules, 2014 is annexed hereto as *Annexure – II*.

Particulars of Contracts or Arrangements with Related Parties :

A Related Party Transaction Policy has been formulated by the Board of Directors for determining the materiality of transactions with related parties and dealing with them. The said policy may be referred to at the Company's website at www.rajputanainvestment.com.

The Audit Committee reviews all related party transactions. All contracts or arrangements with related parties, entered into or modified during the financial year, within the meaning of Section 188 (1) of Companies Act, 2013 were in ordinary course of business and on arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulation.

There are no material contracts or arrangements entered into by the Company during the year with Related Parties. There are no materially significant related party transactions entered into by the Company with promoters, directors, key managerial personnel or other designated persons or related party as per definition contained u/s 2(76) of the Act, which may have a potential conflict with the interest of the Company at large. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Companies (Accounts) Rules, 2014 in Form AOC-2 has been enclosed as *Annexure – III* is attached herewith and forms part of this Director's Report.

Conservation of Energy and Technology Absorption and Foreign Exchange Earnings and Outgo :

Particulars of Conservation of energy, technology absorption and foreign exchange and outgo as required under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to the Company. The disclosures are annexed as *Annexure-IV* and forms part of this Annual Report.

Details of Directors and Key Managerial Personnel

During the period the Board of the Company was reconstituted for the purpose of better growth and expansion and diversification of the business of the Company.

a) Appointment of Director

During the year under review the Board of Directors of the Company had appointed following Directors:

- Mr. Chanayil Surendran Gopalan (Din: 00074631) as an Executive Director w.e.f July 31, 2018.
- Mr. Kochumathew Chowailoor Joseph (Din: 02685057) as an Executive Director w.e.f July 31, 2018.
- Mr. Cheruvathoor Kuriappan Appumon (Din: 00135500) as an Executive Director w.e.f July 31, 2018
- Mr. William Varghese Chungath Cheru (Din: 00074708) as an Executive Director w.e.f July 31, 2018
- Mr. Mathew Jose (Din: 00542339) as a Non- Executive Independent Director w.e.f July 31, 2018
- Mr. Bahuleyan Raman Nalupurakkal (Din: 00297057) as a Non- Executive Independent Director w.e.f July 31, 2018

- Mr. Vellanikkaran Antony James (Din: 05011653) as a Non- Executive Independent Director w.e.f July 31, 2018
- Mrs. Kochuthressia (Din: 08219202) as a Non- Executive Independent Director w.e.f October 30, 2018

b) Cessation in Directorship during the Year

During the year under review the Board of Directors of the Company had resigned following Directors:

- Mr. Santanu Sen (Din: 07020142) as an Additional Director w.e.f July 31, 2018.
- Mr. Badri Prasad Singhanian (Din: 01956791) as a Non-Executive Independent Director w.e.f July 31, 2018.
- Pursuant to Section 167(1)(b) Mr. Pawan Kumar Sovasaria (Din: 06563272) as a Whole Time Director w.e.f July 31, 2018
- Ms. Kritika Rupda (Din: 07920553) as a Non-Executive Independent Director w.e.f October 30, 2018.
- Mr. Vellanikkaran Antony James (Din: 05011653) as a Non- Executive Independent Director w.e.f February 12, 2019.
- Mr. Chanayil Surendran Gopalan (Din: 00074631) as an Executive Independent Director w.e.f May 14, 2019
- Mr. Cheruvathoor Kuriappan Appumon (Din: 00135500) as an Executive Independent Director w.e.f May 14, 2019
- Mr. William Varghese Chungath Cheru (Din: 00074708) as an Executive Independent Director w.e.f May 14, 2019
- Mrs. Kochuthressia (Din: 08219202) as a Non - Executive Independent Director w.e.f May 14, 2019

c) Statement on declaration given by Independent Directors under Section 149(6)

Your Company has received declarations from all the Independent pursuant to Section 149 (7) of the Companies Act, 2013 of the Company confirming that they meet the criteria of interdependence as prescribed both under Section 149 (6) of the Companies Act, 2013 read with rules made thereunder and Regulation 16 (1) (b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

d) Change in Key Managerial Personnel :

The Board of Directors of the Company has appointed Ms Puja Seth as Company Secretary & Compliance Officer of the Company with effect from 01st April, 2019 in place of Ms. Varsha Dandharia, who has resigned from the post of Company Secretary & Compliance Officer on 31st March, 2019 to look after the compliances of the Company.

Mr. Pankaj Kanodia, Managing Director cum Chief Financial Officer & Ms. Puja Seth, Company Secretary & Compliance Officer of the Company are the Whole-time Key Managerial Personnel of the Company as per Section 203 of the Companies Act, 2013.

e) Familiarization Programme undertaken for Independent Directors

The Independent Directors are familiarized with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. pursuant to Regulation 25 (7) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 on appointment, the Independent Director is issued a letter of appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. The Directors also explained in detail the various compliances required from him to act as a Director under the various provisions of the Companies Act, 2013, SEBI (LODR) Regulation, 2015, SEBI (Prohibition of Insider Trading) Regulation, 2011, the Code of Conduct of the Company and other relevant regulations. The details of familiarization is available on Company's website www.rajputanainvestment.com.

Board Evaluation :

The board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to sub-section 3(p) of Section 134 of the Companies Act, 2013 and the corporate

governance requirements as prescribed by Securities and Exchange Board of India (“SEBI”) under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning etc. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings etc. The criteria for evaluation of Directors inter alia includes factors such as engagement, strategic planning and vision, team spirit and consensus building, effective leadership, domain knowledge, management qualities, team work abilities, achievements, understanding and awareness, integrity, ethics, value and openness

The Directors express their satisfaction over the evaluation process and results thereof.

Management Discussion and Analysis Report :

A separate report on Management Discussion and Analysis is annexed as part of Annual Report along with the Auditors Certificate in compliance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Subsidiaries, JVs or Associate Companies :

The Company does not have any Joint Ventures, Associate or Subsidiary Companies as on March 31, 2019.

Change of Registered Office:

The Registered Office of the Company has changed from “Nigam Centre”, 155 Lenin Sarani, Room No.108, 1st Floor, Kolkata – 700013 to “Nanda Tower”, 90 Phears Lane, Room No. 601, 6th Floor, Kolkata – 700012 w.e.f. January 02, 2019.

Particulars of Employees and Related Disclosures :

Disclosures pertaining to remuneration and other details under Section 197(12) of the act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended are annexed as *Annexure-V*. However, as per the provisions of Section 136 of the Companies Act, 2013, the reports and accounts are being sent to the Members and others entitled thereto, excluding the disclosure on particulars of employees which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting.

Directors Responsibility Statement :

Pursuant to clause (c) of sub-section (3) of Section 134 and Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that :

- a) **Accounting Standard:** In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) **Accounting Policies:** 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 at the end of the financial year and of the profit and loss of the Company for that period.
- c) **Proper Efficient and Care :** 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) **Going Concern Basis:** The Directors had prepared the annual accounts on a going concern basis.
- e) **Compliance with all laws:** The Directors had devised proper system to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

- f) **Internal Financial Controls**: The Directors had laid down internal financial control to be followed by the Company and that such internal financial control are adequate and operating effectively.

Board's Comment on the Auditor's Report :

The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self-explanatory.

Risk Management Policy :

The Board of Directors of the Company has formulated a Risk Management policy which aims at enhancing shareholders value and providing an optimum risk reward tradeoff. The risk management approach is based on a clear understanding of the variety of risks that the organization faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures. In the opinion of the Board, none of the risks faced by the Company threaten the existence of the Company.

The Company has adequate internal control systems and procedures to combat risks. The risk management procedure is reviewed by the Audit Committee and Board of Directors on a quarterly basis at the time of review of quarterly financial results of the Company.

This policy is also available on the Company's website www.rajputanainvestment.com.

Internal Financial Control Systems :

1. The Company has appointed Internal Auditor to observe the Internal Controls who regularly monitors if the workflow of the organization is being done through the approved policies of the Company. In every half year ended during the approval of Un-audited Financial Results along with Statement of Assets & Liabilities, Internal Auditor submit the Internal Audit Report to the Board.
2. The Board of Directors of the Company has adopted various policies like Related Party Transaction Policy, Whistle Blower Policy and other procedures for ensuring the orderly and efficient conduct of its business. The Company system of internal control has been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, safeguarding of its asset, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and timely preparation of financial information.

Vigil Mechanism/ Whistle Blower Policy :

The Company has established an effective Whistle Blower Policy person to the Companies Act, 2013 and SEBI listing Regulation, 2015. The said policy may be referred to at the company's website at the following web link www.rajputanainvestment.com. It aims at conducting the affairs of the Company in a fare and transparent manner by adopting the highest standard of professionalism, honesty, integrity and ethical behavior. All permanent employees of the Company are covered under the Whistle Blower Policy.

A mechanism has been established for employees to report concern about un-ethical behavior, actual or suspected fraud or violation of code of conduct an ethics. It also provide for educate safeguards against the victimization of employees who able the mechanism to allow direct access to the Chairman of the Audit Committee in exceptional cases.

Transfer of Amounts to Investor Education and Protection Fund :

Pursuant to applicable provisions of the Companies Act, 2013 ("the Act) read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company did not have any funds lying unpaid or unclaimed. Therefore, there was no funds which were required to be transferred to Investor Education And Provident fund (IEPF).

Auditors :

a) **Statutory Auditors :**

M/s. Gupta Agarwal & Associates, Chartered Accountants. (Firm Registration No. 329001E) , Kolkata had been appointed as the Statutory Auditor of the Company by the Members in their Annual General Meeting held on 21st July , 2017 till the conclusion of fifth consecutive AGM of the Company to be held in the year 2022(Subject to ratification by the members at every AGM). In view of the amendment made to section 139 of the Companies Act, 2013 vide Companies (Amendment) Act, 2017 which is effective from 7th May 2018, annual ratification of appointment of statutory auditors have been done away with.

Accordingly M/s. Gupta Agarwal & Associates, Chartered Accountants shall continue to be the Statutory Auditors of the Company till the conclusion of AGM to be held in the year 2022 and their appointment shall not be subject to ratification by the members on an annual basis.

b) **Internal Auditors :**

Pursuant to Section 138 of the Companies Act, 2013 the Company had appointed M/s. Nawalgaria Sandeep & Co. as the Internal Auditor of the Company for the financial year 2019-2020, to carry out the internal audit of the Company. As the previous Internal Auditor M/s. V.K. Singhania & Associates, has been resigned from the post of Internal Auditor.

c) **Secretarial Auditor :**

The Board had appointed M/s.Vishnu Agarwal & Associates, Practising Company Secretary (CP No. 21322), to conduct Secretarial Audit for the financial year ended on 31st March, 2019. The Secretarial Audit Report for the financial year ended on 31st March, 2019 is annexed herewith and marked as *Annexure I* to this Report. The Secretarial Audit Report does not contain any qualification / adverse remark / observation.

Deposits :

Your Company has not accepted any Fixed Deposit under Chapter-V of the Companies Act, 2013 during the financial year and as such, no amount on account of Principal or Interest on Deposits from Public was outstanding as on March 31, 2019.

Corporate Social Responsibility

In pursuance of the provisions of Section 135 of the companies Act 2013, the CSR provisions were not applicable to the Company.

Code of Conduct :

The Board of Directors has approved a code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day operations of the Company in accordance with the applicable Accounting Standards. The code laid down by the Board is known as “Code of Conduct”. The code has been posted on the Company’s website www.rajputanainvestment.com.

Prevention of Insider Trading :

The Company has adopted a Code of Conduct for prevention of Insider Trading with a view to regulate trading in Securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company’s shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading window is closed. The Board is responsible for implementation of the code.

All Board Directors and the designated employees have confirmed compliance with the code.

Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

The Company has formulated a policy for the prevention of sexual harassment within the Company. It ensures prevention and deterrence of acts of sexual harassment and communicates procedures for their resolution and

settlement. Internal Complaint Committee have been constituted which is chaired by a female employee of the Company in accordance with the requirements under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which ensures implementation and compliance with the Law as well as the policy at every unit. There were no cases/ complaints reported in this regard during the year 2018-19. A copy of the Policy against sexual harassment is posted on the Company's Website www.rajputanainvestment.com.

Nomination and Remuneration Policy of the Company :

The Nomination & Remuneration Policy has been formulated pursuant to the provisions of Section 178 and other applicable provisions of the Companies Act, 2013 and rules thereto stating therein the Company's policy on Directors, payment of managerial remuneration, Directors qualifications, positive attributes, independence of Directors by the Nomination & Remuneration Committee which was revised and reviewed by the Board of Directors at its meeting held on July 31, 2018. The said policy is furnished as ***Annexure-VI***.

Acknowledgement :

Your Board sincerely places on record the support extended by the Trade, Shareholders, Company's Bankers, Central and State Government Authorities, Stock Exchanges, CDSL, NSDL and all other Business Associates for the growth of the organization. The Board further expresses its appreciation for the services rendered by the Executives, officers, staffs and workers of the Company at all levels.

We look forward to receiving the continued patronage from all quarters to become a better and stronger Company.

For Rajputana Investment & Finance Limited

Sd/-

Pankaj Kumar Kanodia
Managing Director & CFO
Din : 07020952

Sd/-

Kochumathew Chowailoor Joseph
Director
Din : 02685057

Place : Kolkata

Date : May 30, 2019

ANNEXURE – I

FORM No. MR-3

Secretarial Audit Report

For the Financial Year ended March 31, 2019

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

To
The Members
RAJPUTANA INVESTMENT & FINANCE LIMITED
(CIN - L65929WB1941PLC010731)
“Nanda Tower”, 90 Phears Lane,
Room No.601, 6th Floor
Kolkata – 700012

I have conducted the Secretarial Audit related to compliance of all applicable statutory provisions and adherence to good corporate practices by **Rajputana Investment & Finance Limited** (hereinafter referred as ‘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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 (‘Audit Period’) 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 maintained by the Company for the financial year ended March 31, 2019 according to the provisions of:

- I. The Companies Act, 1956, as applicable, and Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (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 thereunder 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 (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 :-
 - (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, 1992, as amended; **(Applicable to the Company during the Audit Period and all the compliances are done accordingly)**
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ;- **(Applicable to the Company during the Audit Period)**
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014 – **(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, 2009 – **(Not applicable to the Company during the Audit Period);** and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – **(Not applicable to the Company during the Audit Period);**
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015 – **(To the extent applicable during the Audit Period)**

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India – Notified with effect from July 1, 2015. **(Applicable to the Company during the Audit Period and all the compliances are done accordingly)**
- (ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited and the Calcutta Stock Exchange Limited read with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director. 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 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Adequate Notice is given to all Directors to schedule the Board Meetings, agenda and detailed Notes on Agenda were sent at least seven days 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.

Majority decision is carried through, while the dissenting members' views are captured, as and when required and are recorded as part of the minutes. Decisions of the Board Meetings were taken unanimously.

I further report that 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 as also represented by the management.

I further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For Vishnu Agarwal & Associates
Practicing Company Secretary
Membership No. 54106

Place: Kolkata
Date: May 30, 2019

sd/-
Vishnu Agarwal
C.P. No. : 21322

Encl: Annexure- A forming an integral part of this report.

'ANNEXURE A'

To
The Members
RAJPUTANA INVESTMENT & FINANCE LIMITED
(CIN - L65929WB1941PLC010731)
“Nanda Tower”, 90 Phears Lane,
Room No.601, 6th Floor
Kolkata – 700012

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 as opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process 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 processes and practices, I followed provide a reasonable basis for my opinion
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever 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 procedures 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 Vishnu Agarwal & Associates
Practicing Company Secretary
Membership No. 54106

Place: Kolkata
Date : May 30, 2019

sd/-
Vishnu Agarwal
C.P. No. : 21322

ANNEXURE- II
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As On Financial Year Ended on 31.03.2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS :

A	CIN	L65929WB1941PLC010731
B	Registration Date	September 22, 1941
C	Name of the Company	Rajputana Investment & Finance Ltd.
D	Category/Sub-category of the Company	Company Limited by shares/ Indian Non-Government Company
E	Address of the Registered office & contact details	Nanda Tower,90 Phears Lane, Room No.601, 6th Floor Kolkata - 700 012
F	Whether listed company	Yes
G	Name , Address & Contact details of the Registrar & Transfer Agent, if any.	Maheshwari Datamatics Pvt Ltd., 23 R.N Mukherjee Road, 5th Floor Kolkata -700001 Telephone No. 033 2248 2248 Email ID: mdpldc@yahoo.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sl. No.	Name & Description of Main Products/Services	NIC Code of the Product /Service	% to total turnover of the Company
A	Investment & Financial Activity	64990	100%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES :

Sl. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% Of Shares Held	Appl icabl e
Nil					

Category of Shareholders		No. of Shares held at the Beginning of the Year				No. of Shares held at the End of the Year				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2	Non Institutions									
a	Bodies Corporates									
i)	Indian	1,010,878	-	1,010,878	32.82	9,900	-	9,900	0.32	(32.50)
ii)	Overseas	-	-	-	-	-	-	-	-	-
b	Individuals									
i)	Individual shareholders holding nominal share capital upto Rs.1	66,191	34,258	100,449	3.26	74,837	34,258	109,095	3.54	0.28
ii)	Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	1,395,952	-	1,395,952	45.32	637,364	-	637,364	20.69	(24.62)
c	Others (specify)	-	-	-	-	-	-	-	-	-
	NRIs	26,490	-	26,490	0.86	23,675	-	23,675	0.77	(0.09)
	Qualified Foreign Investor									
	Custodian of Enemy Property									
	Foreign Nationals									
	Clearing Members	38,811	-	38,811	1.26	1,000	-	1,000	0.03	(1.22)
	Trusts									
	Foreign Bodies - D R									
	Foreign Portfolio Investors									
	NBFCs registered with RBI									
	Employee Trusts									
	Domestic Corporate Unclaimed Shares Account IEPF Authority									
	SUB TOTAL : (B)(2)	2,538,322	34,258	2,572,580	84	746,776	34,258	781,034	25	(58)
	Total Public Shareholding (B)= (B)(1)+(B)(2)	2,538,322	34,258	2,572,580	83.52	746,776	34,258	781,034	25.36	(58.16)
C	Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	Grand Total : (A+B+C)	3,045,742	34,258	3,080,000	100.00	746,776	34,258	781,034	100.00	-

(ii) **SHARE HOLDING OF PROMOTERS :**

Sl No	Shareholders Name	Shareholding at the Beginning of the Year			Shareholding at the End of the Year			% change in share holding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged / Encumbered to Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / Encumbered to Total Shares	
1	BRD Developers And Builders Limited	-	-	-	1,871,816	60.77	-	60.77
2	William Verghese C C	-	-	-	100,600	3.27	-	3.27
3	Kochumathew C J	-	-	-	100,000	3.25	-	3.25
4	Appumon C K	-	-	-	60,150	1.95	-	2
5	Surendran C G	-	-	-	50,000	1.62	-	1.62
6	Antony P D	-	-	-	20,000	0.65	-	0.65
7	Torison P A	-	-	-	20,000	0.65	-	0.65
8	Jimson P A	-	-	-	20,000	0.65	-	0.65
9	Edison P A	-	-	-	20,000	0.65	-	0.65
10	Kochuthressia	-	-	-	20,000	0.65	-	0.65
11	Gigy Verghese P	-	-	-	16,400	0.53	-	0.53
12	Sanjay Pradhan	14,280	0.46	-	-	-	-	(0.46)
13	Satish Singh	430,000	13.96	-	-	-	-	(13.96)
14	Sudarshan Prasad Singh	28,140	0.91	-	-	-	-	(0.91)
15	Santosh Kumar Singh	35,000	1.14	-	-	-	-	(1.14)
	Total	507,420	16.47	-	166,400	5.40	-	58.17

(iii) **CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE) :**

Sl No	Shareholders Name	Shareholding at the Beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	BRD Developers And Builders Limited				
	At the Beginning of the Year 01/04/2018	-	-	-	-
	Transfer on 30/06/2018	980,328	31.83	980,328	32
	Transfer on 29/09/2018	891,488	28.94	1,871,816	61
	At the End of the Year 31/03/2019	1,871,816	60.77	1,871,816	60.77
2	Appumon C K				
	At the Beginning of the Year 01/04/2018				
	Transfer on 29/09/2018	60,150	1.95	60,150	1.95
	At the End of the Year 31/03/2019	60,150	1.95	60,150	1.95
3	William Verghese C C				
	At the Beginning of the Year 01/04/2018	100,600	3.27	-	-
	At the End of the Year 31/03/2019	100,600	3.27	100,600	3.27
4	Gigy Verghese P				
	At the Beginning of the Year 01/04/2018				
	Transfer on 29/09/2018	16,400	0.53	16,400	0.53
	At the End of the Year 31/03/2019	16,400	0.53	16,400	0.53

5	Antony P D				
	At the Beginning of the Year 01/04/2018				
	Transfer on 29/09/2018	20,000	0.65	20,000	0.65
	At the End of the Year 31/03/2019	20,000	0.65	20,000	0.65
6	Torison P A				
	At the Beginning of the Year 01/04/2018				
	Transfer on 29/09/2018	20,000	0.65	20,000	0.65
	At the End of the Year 31/03/2019	20,000	0.65	20,000	0.65
7	Surendran C G				
	At the Beginning of the Year 01/04/2018				
	Transfer on 29/09/2018	50,000	1.62	50,000	1.62
	At the End of the Year 31/03/2019	50,000	1.62	50,000	1.62
8	Sanjay Pradhan				
	At the Beginning of the Year 01/04/2018	14,280	0.46	-	-
	Transfer on 06/07/2018	(14,280)	(0.46)	-	-
	At the End of the Year 31/03/2019				
9	Jimson P A				
	At the Beginning of the Year 01/04/2018				
	Transfer on 29/09/2018	20,000	0.65	20,000	0.65
	At the End of the Year 31/03/2019	20,000	0.65	20,000	0.65
10	Edison P A				
	At the Beginning of the Year 01/04/2018				
	Transfer on 29/09/2018	20,000	0.65	20,000	0.65
	At the End of the Year 31/03/2019	20,000	0.65	20,000	0.65
11	Kochuthressia				
	At the Beginning of the Year 01/04/2018				
	Transfer on 29/09/2018	20,000	0.65	20,000	0.65
	At the End of the Year 31/03/2019	20,000	0.65	20,000	0.65
12	Satish Singh				
	At the Beginning of the Year 01/04/2018	430,000	13.96	-	-
	Transfer on 06/07/2018	(430,000)	(13.96)	-	-
	At the End of the Year 31/03/2019				
13	Santosh singh				
	At the Beginning of the Year 01/04/2018	28,140	0.91	-	-
	Bonus Shares	(28,140)	(0.91)	-	-
	Transfer on 06/07/2018				
14	Kochumathew C J				
	At the Beginning of the Year 01/04/2018	10,000	3.25		
	At the End of the Year 31/03/2019	10,000	3.25	10,000	3.25
15	Sudarshan Prasad Singh				
	At the Beginning of the Year 01/04/2018	35,000	1.14	-	-
	Transfer on 06/07/2018	(35,000)	(1.14)	-	-
	At the End of the Year 31/03/2019				

(iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs) :**

Sl No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	<u>Jit Finance Private Limited #</u> At the Beginning of the Year 01/04/2018 Transfer -30/06/2018 At the End of the Year 31/03/2019	420,328 (420,328) -	13.65 (13.65) -	- - -	- - -
2	<u>BMA Wealth Creators Limited</u> At the Beginning of the Year 01/04/2018 Transfer -30/06/2018 Transfer -31/12/2018 At the End of the Year 31/03/2019	27,505 (16,505) (11,000) -	0.89 (0.54) (0.36) -	- 11,000 - -	- 0.36 - -
3	<u>BRD Developers And Builders Limited *</u> At the Beginning of the Year 01/04/2018 Transfer -30/06/2018 Transfer -31/12/2018 At the End of the Year 31/03/2019	- 980,328 891,488 1,871,816	- 31.83 28.94 60.77	- 980,328 1,871,816 1,871,816	- 31.83 60.77 60.77
4	<u>Manimudra Marketing Private Limited #</u> At the Beginning of the Year 01/04/2018 Transfer -30/06/2018 At the End of the Year 31/03/2019	560,000 (560,000) -	18.18 (18.18) -	- - -	- - -
5	<u>Thirunilath Vinayakumar *</u> At the Beginning of the Year 01/04/2018 At the End of the Year 31/03/2019	62,375 62,375	2.03 2.03	- 62,375	- 2.03
6	<u>William Verghese C C</u> At the Beginning of the Year 01/04/2018 At the End of the Year 31/03/2019	100,600 100,600	3.27 3.27	- 100,600	- 3.27
7	<u>Sarda Devi Agarwalla *</u> At the Beginning of the Year 01/04/2018 Transfer -31/12/2018 Transfer - 31/03/2019	- 11,000 138,000	- 0.36 4.48	- 11,000 149,000	- 0.36 4.84
8	<u>Anil Kumar Jain *</u> At the Beginning of the Year 01/04/2018 At the End of the Year 31/03/2019	10,200 10,200	0.33 0.33	- 10,200	- 0.33
9	<u>Anita Jain *</u> At the Beginning of the Year 01/04/2018 At the End of the Year 31/03/2019	10,000 10,000	0.32 0.32	- 10,000	- 0.32
10	<u>Gita Gupta *</u> At the Beginning of the Year 01/04/2018 At the End of the Year 31/03/2019	- 96,491	- 3.13	- 96,491	- 3.13
11	<u>Chandra Rekha Gupta*</u> At the Beginning of the Year 01/04/2018 At the End of the Year 31/03/2019	- 72,219	- 2.34	- 72,219	- 2.34
12	<u>Srinandan Agarwalla *</u> At the Beginning of the Year 01/04/2018 Transfer -30/06/2018 Transfer - 31/03/2019	- 16,505 138000	- 0.54 4.4805	- 16,505 154,505	- 0.54 5.02

13	<u>Geogy John *</u> At the Beginning of the Year 01/04/2018 At the End of the Year 31/03/2019	10,490 10,490	0.34 0.34	- 10,490	- 0.34
14	<u>Savitri Sultania #</u> At the Beginning of the Year 01/04/2018 Transfer- 31/03/2019	276,000 (276,000)	8.96 (8.96)	- -	- -
15	<u>Divva Kanda *</u> At the Beginning of the Year 01/04/2018 Transfer - 29/09/2018 Transfer - 31/12/2018 Transfer - 30/03/2018	6,254 1,610 18,358	0.20 0.05 0.60	6,254 7,864 26,222	0.20 0.26 0.85
16	<u>Sajitha Dhanenedran *</u> At the Beginning of the Year 01/04/2018 Transfer - 29/09/2018 At the End of the Year 31/03/2019	280,000 280,000 -	9.09 9.09 -	- - -	- - -
17	<u>Alpeshbhai Rasiklal Shah</u> At the Beginning of the Year 01/04/2018 Transfer - 29/09/2018 Transfer - 31/12/2018 Transfer - 30/03/2018	14,279 (1,379) (2,391) (10,509)	0.46 (0.04) (0.08) (0.34)	- 12,900 10,509 -	- 0.42 0.34 -
18	<u>Kochumathew C J</u> At the Beginning of the Year 01/04/2018 At the End of the Year 31/03/2019	100,000 100,000	3.25 3.25	- 100,000	- 3.25
19	<u>Rashmi Sultania Mondal #</u> At the Beginning of the Year 01/04/2018 Transfer- 31/03/2019	72,219 (72,219)	2 (2.34)	- -	- -
20	<u>Rashmi Basak</u> At the Beginning of the Year 01/04/2018 Transfer- 31/03/2019	76,886 76,886	2.50 2.50	- -	- -
21	<u>Nabarun Sinha Roy #</u> At the Beginning of the Year 01/04/2018 Transfer- 29/09/2019 At the End of the Year 31/03/2019	83,380 (83,368) 12	2.71 (2.71) 0.00	- 12 12	- 0.00 0.00
22	<u>Pijush Kundu #</u> At the Beginning of the Year 01/04/2018 Transfer- 31/03/2019	96,491 (96,491)	3.13 (3.13)	- -	- -

* Not in the list of Top 10 shareholders as on 01/04/2018 The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2019.

Ceased to be in the list of Top 10 shareholders as on 31/03/2019. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2018.

(v) **Shareholding of Directors & KMP :**

Sl No	For Each of the Directors & KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No.of shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
	<u>Kochumathew C J</u>				
	At the Beginning of the Year		-	100,000	3.25
	At the End of the Year	100,000	3.25	-	-

V **INDEBTEDNESS :**

Indebtedness of the Company including interest outstanding/accrued but not due for payment-NIL

Sl No.	Particulars	Secured Loans excluding Deposits		Unsecured Loans	Deposits	Total Indebtedness
	Indebtness at the beginning of the financial year					
i	Principal Amount	-		-	-	-
ii	Interest due but not paid	-		-	-	-
iii	Interest accrued but not due	-		-	-	-
	Total (i+ii+iii)	-		-	-	-
	Change in Indebtedness during the financial year					
	Additions	-		-	-	-
	Reduction	-		-	-	-
	Net Change	-		-	-	-
	Indebtedness at the end of the financial year					
i	Principal Amount	-		-	-	-
ii	Interest due but not paid	-		-	-	-
iii	Interest accrued but not due	-		-	-	-
	Total (i+ii+iii)	-		-	-	-

VI **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :**

A. *Remuneration to Managing Director, Whole time director and/or Manager :*

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
		Pankaj Kumar Kanodia (MD)	
1	Gross salary		
a	Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	135,000	135,000
b	Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
c	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	<u>Commission :</u>		
a	as % of profit	-	-
b	others (specify)	-	-
5	Others, please specify	-	-
	Total (A)	135,000	135,000

B. Remuneration to Other Directors :

Sl.No	Particulars of Remuneration	Name of the Directors				Total Amount
		Bahuleyan Raman Nalapurakkal	Mathew Jose	Sunny Mathew	Liji Jmmy	
1	<u>Independent Directors</u>					
a	Fee for attending board committee meetings	5,400	5,400	-	-	10,800
b	Commission	-	-	-	-	-
c	Others, please specify	-	-	-	-	-
	Total (1)	5,400	5,400	-	-	10,800
2	<u>Other Non Executive Directors</u>					
a	Fee for attending board committee meetings	-	-	-	-	-
b	Commission	-	-	-	-	-
c	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	5,400	5,400	-	-	10,800
	Total Managerial Remuneration Overall Ceiling as per the Act.					

C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD :

Sl.No	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	Company Secretary	CFO	
1	Gross Salary		Varsha Dhandharia		
a	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	144,000	-	144,000
b	Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
c	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	<u>Commission :</u>				
a	as % of profit	-	-	-	-
b	others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	144,000	-	144,000

Note 1 : Mr. Badri Prasad Singhania, Non – Executive Director of the Company had resigned from the Board w.e.f July 31, 2018 during the F.Y.2018-19.

Note 2. Mr. Santanu Sen, Non – Executive Director of the Company had resigned from the Board w.e.f July 31, 2018 had received Rs.1800 sitting fees for attending Board Meeting during the F.Y.2018-19

Note 3. Ms. Kritika Rupda, Non – Executive Director of the Company had resigned from the Board w.e.f July 31, 2018 had received Rs. 1800 sitting fees for attending Board Meeting during the F.Y.2018-19

Note 4. Mr. Vellanikaran Antony James , Non – Executive Director of the Company had resigned from the Board w.e.f February 12, 2019 had received Rs. 5400 sitting fees for attending Board Meeting during the F.Y.2018-19

Note 5. Mrs .Kochuthressia, Non – Executive Director of the Company had resigned from the Board w.e.f May 14, 2019 had received Rs. 3600 sitting fees for attending Board Meeting during the F.Y.2018-19

Note 6. Mr. Sunny Mathew, Non-Executive Director of the Company appointed w.e.f May 14, 2019 during the F.Y.2018-19

Note 7. Mrs. Liji Jmmy Thalakkottoor, Non-Executive Director of the Company appointed w.e.f May 14, 2019 during the F.Y.2018-19

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES : NIL

Sl.No	Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A	COMPANY					
	Penalty	-	-	-	-	-
	Punishment	-	-	-	-	-
	Compounding	-	-	-	-	-
B	DIRECTORS					
	Penalty	-	-	-	-	-
	Punishment	-	-	-	-	-
	Compounding	-	-	-	-	-
C	OTHER OFFICERS IN					
	Penalty	-	-	-	-	-
	Punishment	-	-	-	-	-
	Compounding	-	-	-	-	-

By Order of the Board

For Rajputana Investment & Finance Limited

Sd/-

**Pankaj Kumar Kanodia
(Managing Director & CFO)**

DIN : 07020952

Sd/-

**Kochumathew C J
(Director)**

DIN : 02685057

Place : Kolkata

Date : May 30, 2019

ANNEXURE-III
FORM NO. AOC -2

Pursuant to Clause (h) of sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub Section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances, if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to Section 188	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Date of approval by the Board	NIL
f)	Amount paid as advances, if any	NIL

By Order of the Board

For Rajputana Investment & Finance Limited

Sd/-

Pankaj Kumar Kanodia
(Managing Director & CFO)

Din : 07020952

Sd/-

Kochumathew Chowailoor Joseph
(Director)

Din : 02685057

Place : Kolkata

Date : May 30, 2019

ANNEXURE - IV

Disclosure of particulars under 134 (3) (m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014.

A	CONSERVATION OF ENERGY	
1.	Steps taken or impacts on conservation of energy	NIL
2.	Steps taken by the company for utilizing alternate sources of energy.	NIL
3.	Capital investment on energy conservation equipment's	NIL

B	TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION	
1.	Efforts made towards technology absorption,	NIL
2.	Benefits derived like product improvement, cost reduction, product development or import substitution.	NIL
3.	In case of imported technology (imported during last 5 years reckoned from the beginning of the financial year), following information may be furnished:	
i)	Technology imported	NIL
ii)	Year of import	NIL
iii)	Has technology been fully absorbed?	NIL
iv)	If not fully absorbed, areas where this has not taken place, reasons there for and future plans of action	NIL
4	Expenditures incurred on Research & Development	NIL

C.	FOREIGN EXCHANGE EARNING AND OUTGO	
1	Foreign Exchange earned in terms of actual inflows during the year	NIL
2	Foreign Exchange outgo during the year in terms of actual outflows	NIL

By Order of the Board

For Rajputana Investment & Finance Limited

Place : Kolkata
Date : May 30, 2019

Sd/-
Pankaj Kumar Kanodia
(Managing Director & CFO)
Din : 07020952

Sd/-
Kochumathew Chowailoor Joseph
(Director)
Din : 02685057

ANNEXURE- V

**DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12)
OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.**

- (i) **STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

Sl.No.	Name of the Director	Designation	Remuneration(Rs.)
1.	Mr. Pankaj Kumar Kanodia	Managing Director & CFO	1,35,000
2.	Ms. Varsha Dhandharia	Company Secretary	1,44,000

Note: Ms. Varsha Dhandharia has been resigned from the post of Company Secretary & Compliance Officer w.e.f. March 31, 2019.

- (ii) **Affirmation that the remuneration is as per the remuneration policy of the Company:**

Remuneration paid during the year ended March 31, 2019 is as per the Remuneration Policy of the Company.

Note1: This Annexure is from the Period April 1, 2018 to March 31, 2019.

By Order of the Board

For Rajputana Investment & Finance Limited

Sd/-

Pankaj Kumar Kanodia

(Managing Director & CFO)

DIN: 07020952

Sd/-

Kochumathew Chowailoor Joseph

(Director)

DIN: 02685057

Place : Kolkata

Date : May 30, 2019

ANNEXURE – VI

NOMINATION AND REMUNERATION POLICY

Introduction

Pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, (Listing Regulations) 2015, the Board of Directors of every listed Company shall constitute the Nomination and Remuneration Committee, to guide the Board on various issues on appointment, evaluate performance, remuneration of Directors, Key Managerial Personnel and Senior Management.

Applicability

This policy is applicable to all Directors, Key Managerial Personnel (KMP), and Senior Management team and other Employees of the Company.

Effective Date:

The following policy has been formulated by the Nomination and Remuneration Committee and revised and reviewed by the Board of Directors at its meeting held on 31st July, 2018. This policy shall be operational with immediate effect.

Objectives of the Committee:

- a) To guide the Board in relation to the appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- c) To attract, retain and motivate the Senior Management including its Key Managerial Personnel, evaluation of their performance and provide necessary report to the Board for further evaluation.
- d) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- e) To devise a policy on Board diversity.
- f) The relationship of remuneration with performance is clear and meets appropriate performance benchmarks.
- g) To promote and develop a high performance workforce in line with the Company Strategy.
- h) To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Director (Executive & Non- Executive/Independent/Nominee) and persons who may be appointed in Senior Management, Key Managerial Personnel and determine their remuneration.
- i) To develop a succession plan for the Board and to regularly review the plan.

Constitution of Nomination and Remuneration Committee:

The Nomination and Remuneration Committee will consist of three or more non-executive Directors, out of

which at least one-half shall be independent director(s), provided that Chairperson of the Company may be appointed as a member of this Committee but shall not chair such Committee.

The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirements including the Listing Agreement.

At present, the Nomination and Remuneration Committee comprises of following Directors:

- i. Mr. Bahuleyan Raman Nalapurakkal, Chairman (Independent /Non-Executive Director)
- ii. Mr. Mathew Jose, Member (Independent /Non-Executive Director)
- iii. Mr. Sunny Mathew, Member (Independent /Non-Executive Director)

The meeting of Committee shall be held at such regular intervals as may be required to carry out the objectives set out in the Policy.

Appointment criteria and qualifications:

- a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c. Appointment of Independent Directors is also subject to compliance of provisions of section 149 of the Companies Act, 2013, read with Schedule IV and rules thereunder and the Listing Agreement.
- d. The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force.

Term / Tenure

a. Managerial Personnel:

The Company shall appoint or re-appoint any person as its Managerial Personnel for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b. Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the Company and Disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. At the time of appointment of Independent Director, it should be ensured that number of Boards on which such

Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

The maximum tenure of Independent Directors shall also be in accordance with the Companies Act, 2013 and clarifications/ circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time.

Removal:

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Remuneration of Managerial Personnel, KMP and Senior Management:

1. The Remuneration / Compensation / Profit linked Incentive etc. to Managerial Personnel, KMP and Senior Management will be determined by the Committee and recommended to the Board for approval. The Remuneration / Compensation / Profit Linked Incentive etc. to be paid for Managerial Personnel shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to Managerial Personnel shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
3. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
4. If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.
5. Where any insurance is taken by the Company on behalf of its Managerial Personnel, KMP and Senior Management for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

Remuneration to Non- Executive / Independent Director:

1. Remuneration / Profit Linked Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

2. **Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

3. **Limit of Remuneration /Profit Linked Commission:**

Remuneration /profit linked Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1%/3% of the net profits of the Company respectively.

Nomination Duties:

The duties of the Committee in relation to nomination matters include:

1. Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
2. Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
3. Identifying and recommending Directors who are to be put forward for retirement by rotation.
4. Determining the appropriate size, diversity and composition of the Board;
5. Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
6. Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
7. Recommend any necessary changes to the Board; and
8. Delegating any of its powers to one or more of its members or the Secretary of the Committee;
9. Considering any other matters, as may be requested by the Board.

Remuneration Duties:

The duties of the Committee in relation to remuneration matters include:

1. To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
2. To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
3. To consider any other matters as may be requested by the Board.

Minutes of Committee Meeting:

Proceedings of all meetings are entered in the minutes book and signed by the Chairperson of the said meeting or the Chairperson of the next succeeding meeting. Minutes of the Committee meeting will be circulated at the subsequent Board meeting for noting.

Amendment to the Policy:

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as said down under such amendment(s), Clarification, circular(s) etc.

Disclosure:

The details of this Policy and the evaluation criteria as applicable shall be disclosed in the Annual Report as part of Board's Report therein or alternatively the same may be put up on the Company's website and reference drawn thereto in the Annual Report.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The purpose of this discussion is to provide an understanding of financial statements and a composite summary of performance of our business.

Management Discussion and Analysis (MDA) is structured as follows :

- Overview
- Business Overview
- Financial Industry Overview
- Financial and Operational Performance
- Internal Control Systems and adequacy
- Material Development in Human Resources
- Business Strengths
- Risks and Concerns
- Cautionary Statements

OVERVIEW :

Our Company Rajputana Investment & Finance Limited was incorporated on September 22, 1941 under the Indian Companies Act, 1913 as a Public Limited Company and received Certificate for Commencement of Business on September 23, 1941 in the State of West Bengal. The Corporate Identification Number (CIN) of the Company is L65929WB1941PLC010731. The Authorized Capital of the Company is Rs. 31,000,000/- (Rupees Three Crore Ten Lakhs only) and Paid-up Capital is Rs. 30,800,000/- (Rupees Three Crore Eight Lakhs only).

BUSINESS OVERVIEW :

Our Company deals with and invest the surplus funds of the Company or in its custody in such manner and in such securities as shall from time to time be thought necessary for the benefit of the Company.

FINANCIAL INDUSTRY OVERVIEW:

The company is into investing, acquiring and holding shares, stocks, debentures, debenture stocks, bonds, warrants, obligations/and/or other securities issued or guaranteed by any company constituted or carrying on business in India and/or by any Government, state, public body-or authority. The Company is also engaged in the business of financing, assisting, helping, supporting, promoting companies, firms, businesses, associations, concerns, corporations, partnership, individual or organization in the setting up, running, working, functioning, managing, conducting, operating of any commerce, industry, trade, business, profession etc. through loans and advances .

FINANCIAL AND OPERATIONAL PERFORMANCE:

S.No.	Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
1	Total Revenue	16,19,271	34,25,037
2	Profit/(Loss) before Taxation	2,56,802	(6,56,083)
3	Less: Tax Expense	49,410	-
4	Profit/(Loss) after Tax	2,07,392	(6,56,083)
5	Add: Balance B/F from the previous year	(7,45,421)	(89,338)
6	Balance Profit / (Loss) C/F to the next year	(5,38,029)	(7,45,421)

INTERNAL CONTROLS SYSTEM & ADEQUACY

Management has put in place effective Internal Control System 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.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES:

The Company continues to lay emphasis on developing and facilitating optimum human performance. Performance management was the key word for the Company this year.

BUSINESS STRENGTHS

- 1) **Well Qualified and Experienced Promoters:** Our management team is backed by promoters who have requisite experience in financial markets and lending industry. We believe that their strong technical experience and industry networks will help us in achieving our key business strategies.
- 2) **Maintain and expand long term Relationship with Clients:** In Finance Business the relationship with the clients is more important. The business model is based on client relationships that are established over period of time. The Company believes that a long term client relationship with large clients fetches better dividends. The company wants to expand its loan portfolio to target high net worth individuals with impeccable credit track record to whom the company may advance funds both secured/ unsecured based on the risk profile and as envisaged in the loan policy of the company.
- 3) **To develop relations with new clients and strengthen the relations with the existing clients:** The relations with the clients help the company to know the client in better way and his integrity can be known to the company. The promoters believe in personal connection with the clients for financing rather than relying more on papers.
- 4) **Internal Control and Risk Management:** The Company believes that it has internal controls and risk management systems to assess and monitor risks. The company has its management team which monitors and manages risks by monitoring trends that may have an effect on the economic environment and actively assesses on a routine basis the market value of the Company's loan book. The Company seeks to monitor and control its risk exposure through a variety of separate but complementary financial and operational reporting systems. The Company believes it has effective procedures for evaluating and managing the market, operational and other risks to which it is exposed.

RISKS AND CONCERNS:

This section contains forward – looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these statements. As the industrial and economic growth of the country is showing steady improvement. There is no perceived risk and concern in this area of business and there is an ample scope for growth in India itself. Forward looking statements are based on certain assumptions and expectations of the future events that are subject to risks and uncertainties. Actual future results and trend may differ materially from historical results, depending on variety of factors. Their risk and concerns faced by the Company are similar to those faced by any growing organization in today dynamic industrial and economic scenario.

CAUTIONARY STATEMENT:

Statements 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. Actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies and other incidental factors. Readers are cautioned not to place undue reliance on the forward looking statements.

On behalf of the Board
For Rajputana Investment & Finance Limited

Place : Kolkata
Date : May 30, 2019

Sd/-
Pankaj Kumar Kanodia
(Managing Director & CFO)
Din : 07020952

INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS

To the Members of:

RAJPUTANA INVESTMENT & FINANCE LIMITED

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Rajputana Investment & Finance Limited ('the Company'), which comprise the balance sheet as at 31st March 2019, the statement of profit and loss and the statement of Cash Flows for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'standalone financial statements').

OPINION

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 Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the standalone financial statement in accordance with the Standards on Auditing specified under Section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of 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 (ICAI) together with the independence requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

MANAGEMENT'S RESPONSIBILITY 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 and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance 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 Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our objective are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion on these standalone financial statements.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the Auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by sub-section 3 of Section 143 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 Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows 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 Accounting Standards specified under Section 133 of the Act, read with relevant rule issued thereunder;

(e) on the basis of the written representations received from the directors as on 31st March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2019 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "ANNEXURE - A";

(g) with respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.

(h) 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 did not have any pending litigations in its financial statements.
 - ii. The Company did not have any long term contract including derivative contract which may lead to any foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 (" the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "ANNEXURE – B" a statement on the matters specified in the Order, to the extent applicable.

For Gupta Agarwal & Associates

Chartered Accountants

FRN No.- 329001E

Sd/-

Jay Shanker Gupta

Partner

Membership No. - 059535

Place : Kolkata

Date : 30th May, 2019

ANNEXURE – A

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)

We have audited the internal financial controls over financial reporting of Rajputana Investment & Finance Limited (“the Company”) as of 31st March 2019 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 (‘ICAI’). 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 over financial reporting 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”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 over financial reporting 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 over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 auditor’s judgment, 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 over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting 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 authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, 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.

For Gupta Agarwal & Associates

Chartered Accountants

FRN No.- 329001E

Sd/-

Jay Shanker Gupta

Partner

Membership No. - 059535

Place : Kolkata

Date : 30th May, 2019

ANNEXURE – B

AUDITORS REPORT AS PER THE COMPANIES (AUDITOR'S REPORT) ORDER 2016 ON THE STANDALONE FINANCIAL STATEMENTS:

1. PROPERTY, PLANT & EQUIPMENT [Clause 3(i)]

The Company has no Fixed Assets. As such the clause- 1(a), 1(b) & 1(c) of the Companies (Auditors' Report) order 2015 is not applicable to the Company.

2. INVENTORY [Clause 3(ii)]

The Company has no inventory. As such the clause 2(a), 2(b) & 2(c) of the Companies (Auditors' Report) order 2015 is not applicable to the Company.

3. LOAN GIVEN BY COMPANY [Clause 3(iii)]

The Company has not granted any loans, secured or unsecured to Companies, Firms or other parties listed in the register maintained pursuant to provision of section 189 of the Companies Act, 2013.

4. LOAN TO DIRECTORS AND INVESTMENT BY COMPANY [Clause 3(iv)]

In respect of loans, investments, guarantees, and security the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

5. DEPOSITS [Clause 3(v)]

According to the information and explanation given to us the Company has not accepted deposits from the public during the financial year under audit.

6. COST RECORDS [Clause 3(vi)]

In our opinion and according to information and explanation given to us, the Company does not manufacturing any goods and the provision related to maintenance of cost records by the Company under sub section (1) of section 148 of Companies Act, 2013 for any of its products as prescribed by Central Government, are not applicable.

7. STATUTORY DUES [Clause 3(vii)]

Following matters shall be reported for statutory dues and disputed for tax and duties.

- a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, customs duty, cess and any other statutory dues have been regularly paid to the appropriate authorities.
- b) According to the information and explanations given to us there are no dues of provident fund, employees' state insurance, income tax , goods and service tax, customs duty, cess and any other statutory dues which have not been deposited on account of any dispute.

8. REPAYMENT DUES [Clause 3(viii)]

Based on our audit procedures and as per the information & explanations given by the management, we are of the opinion the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.

9. UTILISATION OF INTIAL AND FURTHER PUBLIC OFFER [Clause 3(ix)]

In our opinion and according to information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans.

10. FRAUD [Clause 3(x)]

No fraud has been noticed or reported on or by the Company during the year.

11. APPROVAL OF MANAGERIAL REMUNERATION [Clause 3(xi)]

The managerial remuneration has been paid or provided during the year in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

12. NIDHI COMPANY [Clause 3(xii)]:

In our opinion, and according to information and explanations given to us, clause (xii) of para 3 to Companies (Auditor's Report) Order, 2016 w.r.t. Nidhi Company is not applicable to Company.

13. RELATED PARTY TRANSACTION [Clause 3(xiii)]

In our opinion all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards

14. PRIVATE PLACEMENT AND PREFERENTIAL ISSUES [Clause 3(xiv)]

The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

15. NON CASH TRANSACTION [Clause 3(xv)]

The Company has not entered into any non-cash transactions with directors.

16. REGISTER WITH RBI ACT, 1934 [Clause 3(xvi)]

The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Gupta Agarwal & Associates

Chartered Accountants

FRN No.- 329001E

Sd/-

Jay Shanker Gupta

Partner

Membership No. - 059535

Place : Kolkata

Date : 30th May, 2019

BALANCE SHEET as at 31st March, 2019

(Amount in Rupees)

SL. NO.	PARTICULARS	NOTE NO.	As at 31st March, 2019	As at 31st March, 2018
I.	<u>ASSETS</u>			
1	CURRENT ASSETS			
a)	FINANCIAL ASSETS			
i)	TRADE RECEIVABLES	2	930,050	-
ii)	LOAN	3	20,279,838	29,240,000
iii)	CASH AND CASH EQUIVALENTS	4	9,662,273	939,369
b)	OTHER CURRENT ASSETS	5	355,330	374,137
	<i>TOTAL (1)</i>		31,227,491	30,553,506
	TOTAL (1)		31,227,491	30,553,506
II.	<u>EQUITY AND LIABILITIES</u>			
1	SHAREHOLDERS FUNDS			
a)	EQUITY SHARE CAPITAL	6	30,800,000	30,800,000
b)	OTHER EQUITY	7	(105,029)	(312,421)
	<i>TOTAL (1)</i>		30,694,971	30,487,579
2	CURRENT LIABILITIES			
a)	OTHER CURRENT LIABILITIES	8	482,520	40,000
b)	SHORT TERM PROVISIONS	9	50,000	25,927
	<i>TOTAL (2)</i>		532,520	65,927
	TOTAL (1+2)		31,227,491	30,553,506
	SIGNIFICANT ACCOUNTING POLICIES	1		
	NOTES ON FINANCIAL STATEMENT	2-14		

The Notes referred to above are an integral part of the Financial Statement

IN TERMS OF OUR REPORT ATTACHED For Gupta Agarwal & Associates Chartered Accountants FRN No.- 329001E JAY SHANKER GUPTA Partner Membership No. - 059535	ON BEHALF OF THE BOARD OF DIRECTORS <table style="width: 100%; border: none;"> <tr> <td style="width: 33%;">KOCHUMATHEW</td> <td style="width: 33%;">PANKAJ</td> <td style="width: 33%;"></td> </tr> <tr> <td>CHOWAILOOR</td> <td>KUMAR</td> <td></td> </tr> <tr> <td>JOSEPH</td> <td>KANODIA</td> <td>PUJA SETH</td> </tr> <tr> <td>Director</td> <td>Managing Director & CFO</td> <td>Company Secretary</td> </tr> <tr> <td>DIN : 02685057</td> <td>DIN : 07020952</td> <td>Mem. No - A50963</td> </tr> </table>	KOCHUMATHEW	PANKAJ		CHOWAILOOR	KUMAR		JOSEPH	KANODIA	PUJA SETH	Director	Managing Director & CFO	Company Secretary	DIN : 02685057	DIN : 07020952	Mem. No - A50963
KOCHUMATHEW	PANKAJ															
CHOWAILOOR	KUMAR															
JOSEPH	KANODIA	PUJA SETH														
Director	Managing Director & CFO	Company Secretary														
DIN : 02685057	DIN : 07020952	Mem. No - A50963														

Place : Kolkata

Date : 30th May, 2019

STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2019

(Amount in Rupees)

SL. NO.	PARTICULARS	NOTE NO.	For the year ended 31st March, 2019	For the year ended 31st March, 2018
I.	<u>INCOME</u>			
1	REVENUE FROM OPERATIONS	10	-	2,281,650
2	OTHER INCOME	11	1,619,271	1,143,387
	TOTAL REVENUE		1,619,271	3,425,037
II.	<u>EXPENSES</u>			
1	PURCHASE OF STOCK-IN-TRADE	12	-	1,979,550
2	EMPLOYEE BENEFITS EXPENSES	13	417,618	528,815
3	OTHER EXPENSES	14	944,851	1,572,755
	TOTAL EXPENSES		1,362,469	4,081,120
III.	PROFIT BEFORE TAX		256,802	(656,083)
IV.	TAX EXPENSE			
1	CURRENT TAX		49,410	-
V.	PROFIT / (LOSS) AFTER TAX FOR THE PERIOD		207,392	(656,083)
VI.	EARNING PER EQUITY SHARE			
1	BASIC		0.07	(0.21)
2	DILUTED		0.07	(0.21)
	SIGNIFICANT ACCOUNTING POLICIES	1		
	NOTES ON FINANCIAL STATEMENT	2-14		

The Notes referred to above are an integral part of the Financial Statement

<p>IN TERMS OF OUR REPORT ATTACHED For Gupta Agarwal & Associates Chartered Accountants FRN No.- 329001E</p> <p>JAY SHANKER GUPTA Partner Membership No. - 059535</p>	<p>ON BEHALF OF THE BOARD OF DIRECTORS</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 33%;">KOCHUMATHEW</td> <td style="width: 33%;">PANKAJ</td> <td style="width: 33%;"></td> </tr> <tr> <td>CHOWAILLOOR</td> <td>KUMAR</td> <td></td> </tr> <tr> <td>JOSEPH</td> <td>KANODIA</td> <td>PUJA SETH</td> </tr> <tr> <td>Director</td> <td>Managing Director & CFO</td> <td>Company Secretary</td> </tr> <tr> <td>DIN : 02685057</td> <td>DIN : 07020952</td> <td>Mem. No - A50963</td> </tr> </table>	KOCHUMATHEW	PANKAJ		CHOWAILLOOR	KUMAR		JOSEPH	KANODIA	PUJA SETH	Director	Managing Director & CFO	Company Secretary	DIN : 02685057	DIN : 07020952	Mem. No - A50963
KOCHUMATHEW	PANKAJ															
CHOWAILLOOR	KUMAR															
JOSEPH	KANODIA	PUJA SETH														
Director	Managing Director & CFO	Company Secretary														
DIN : 02685057	DIN : 07020952	Mem. No - A50963														

Place : Kolkata

Date : 30th May, 2019

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2019

(Amount in Rupees)

SL. NO	PARTICULARS	As at 31st March, 2019	As at 31st March, 2018
(A)	Cash flow from Operating Activities:		
	Profit Before Tax	256,802	(656,083)
	Adjustments for:		
	Operating Capital before Working capital charges	256,802	(656,083)
	Change in Working Capital		
	Receivables (Increase)/decrease	(930,050)	-
	Trade payables Increase/(decrease)	-	-
	Short Term Provisions - Increase/(Decrease)	24,073	(22,295)
	Other Current Liabilities - Increase/(Decrease)	442,520	15,000
	Other Current Assets - (Increase)/Decrease	18,807	34,577
	Cash Flow from Operating Activities before Income Tax	(444,650)	27,282
	Income Tax Paid / Adjustments	(49,410)	-
Net cash flow from/(used in) operating activities (A)	(237,258)	(628,801)	
(B)	Cash Flow From Investing Activities:		
	Proceeds from sale/(purchase)of investments	-	19,987,529
	Dividend Received	-	-
	Short Term Loans & Advances - (Increase)/Decrease	8,960,162	(28,740,000)
	Net Cash flow from /(used in) investing activities (B)	8,960,162	(8,752,471)
(C)	Cash Flow From Financing Activities:		
	Share Capital Increase/(decrease)	-	-
	Premium on Share Capital Increase/(decrease)	-	-
	Net Cash Flow from (used in) financing activities (C)	-	-
	Net cash flow after adjusting (A+B+C)	8,722,904	(9,381,272)
	Cash and cash equivalents at the beginning of the year	939,369	320,641
	Cash and cash equivalents at the end of the year	9,662,273	(9,060,631)
	Components of cash and cash equivalents		
	Balances with Banks in Current Account	9,656,412	928,173
	Cash in Hand	5,861	11,196
Total cash and cash equivalents	9,662,273	939,369	

IN TERMS OF OUR REPORT ATTACHED
For Gupta Agarwal & Associates
Chartered Accountants
FRN No.- 329001E

JAY SHANKER GUPTA
Partner
Membership No. - 059535

ON BEHALF OF THE BOARD OF DIRECTORS

KOCHUMATHEW
CHOWAILOOR
JOSEPH
Director
DIN : 02685057

PANKAJ
KUMAR
KANODIA
Managing Director & CFO
DIN : 07020952

PUJA SETH
Company Secretary
Mem. No - A50963

Place : Kolkata

Date : 30th May, 2019

NOTES : Forming Part of the Financial Statement

(Amount in Rupees)

NOTE NO.	PARTICULARS	As at 31st March, 2019	As at 31st March, 2018
2	<u>TRADE RECEIVABLE</u>		
2.1	BRD SECURITIES LTD	930,050	-
		930,050	-
3	<u>LOAN</u>		
3.1	UNSECURED CONSIDERED GOOD		
	DREDGING AND DESILTATION CO PRIVATE LIMITED	6,999,711	7,000,000
3.2	<u>OTHERS</u>		
	ANITA LOHIA (SECURITY DEPOSIT)	30,127	40,000
	ASTDURGA NIRMAN PRIVATE LIMITED	700,000	-
	CHOKHANI REALTORS PRIVATE LIMITED	5,400,000	5,400,000
	CREAM PROJECT PRIVATE LIMITED	2,600,000	2,600,000
	SHIVDARSHAN COMMERCIAL PRIVATE LIMITED	3,500,000	3,500,000
	SHRI SHYAM INFRA REALTORS PRIVATE LIMITED	1,050,000	10,700,000
		20,279,838	29,240,000
4	<u>CASH & CASH EQUIVALENTS</u>		
4.1	BALANCE WITH BANKS - IN CURRENT ACCOUNTS	9,656,412	928,173
4.2	CASH IN HAND	5,861	11,196
		9,662,273	939,369
5	<u>OTHER CURRENT ASSETS</u>		
5.1	SECURITY DEPOSIT	180,000	-
5.2	TAX DEDUCTED AT SOURCE	175,330	374,137
		355,330	374,137
6	<u>EQUITY SHARE CAPITAL</u>		
6.1	AUTHORISED		
	31,00,000 (31,00,000) Equity Shares of Rs. 10/- each	31,000,000	31,000,000
6.2	ISSUED, SUBSCRIBED & PAID UP		
	30,80,000 (L.Y. 30,80,000) Equity Shares of Rs. 10/- each (19,80,000 nos of bonus share are issued during the financial year 2017-18 in the ratio of 9:5)	30,800,000	30,800,000
6.3	Reconciliation of the shares outstanding at the beginning and at the end of the reporting period :	Nos of Shares As at 31st March, 2019	Nos of Shares As at 31st March, 2018
a)	Shares outstanding at the beginning of the year	3,080,000	1,100,000
b)	Add : Share Issued during the year - Bonus Share	-	1,980,000
		3,080,000	3,080,000
6.4	TERMS/ RIGHTS ATTACHED TO EQUITY SHARES		
a)	The Company has only one class of equity share having par value of Rs 10 / per share . Each holder of Equity share is entitled to one vote per share In the event of liquidation of the company , the holder of equity shares 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 share held by the shareholders.		

NOTES : Forming Part of the Financial Statement

(Amount in Rupees)

6.5	DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES OF THE COMPANY
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Name of the Share Holder	As at 31st March, 2019		As at 31st March, 2018	
	Shares Held	% of Holding	Shares Held	% of Holding
JIT FINANCE PRIVATE LIMITED	-	-	410,000	13.31
LINKLINE CONSTRUCTION PRIVATE LIMITED	-	-	247,800	8.05
MANIMUDRA MARKETING PRIVATE LIMITED	-	-	560,000	18.18
SAJITHA DHANENDRAN	-	-	280,000	9.09
SATISH SINGH	-	-	430,000	13.96
SAVITRI SULTANIA	-	-	276,000	8.96
BRD DEVELOPERS AND BUILDERS LIMITED	1,871,816	60.77	-	-
SRINANDAN AGARWALLA	154,505	5.02	-	-

6.6	Agreegrade number of shares allotted as ully paidup by way of bonus sharesduring the period of five years immediately preceding the reporting date :
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a)	<p>Equity Shares of Rs. 10/- each Issued as fully paid-up way of Bonus Shares (issued in Ratio of 9:5 adjusted with Securities Premium Account) in the F.Y. 2017-18, 19,80,00 nos Equity shares of Rs. 1,98,00,000.</p>
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NOTE NO.	PARTICULARS	As at 31st March, 2019	As at 31st March, 2018
7	<u>OTHER EQUITIES</u>		
7.1	GENERAL RESERVE		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	160,000	160,000
	ADDITIONS DURING THE YEAR	-	-
	AT THE END OF THE ACCOUNTING PERIOD	160,000	160,000
7.2	RESERVE FUND		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	73,000	73,000
	ADDITIONS DURING THE YEAR	-	-
	AT THE END OF THE ACCOUNTING PERIOD	73,000	73,000
7.3	SECURITIES PREMIUM ACCOUNT		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	200,000	20,000,000
	ADDITIONS / (DELETION) DURING THE YEAR	-	(19,800,000)
	AT THE END OF THE ACCOUNTING PERIOD	200,000	200,000
7.4	SURPLUS		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	(745,421)	(89,338)
	PROFIT / (LOSS) DURING THE YEAR	207,392	(656,083)
	(BALANCE IN STATEMENT OF PROFIT & LOSS A/C)		
	AT THE END OF THE ACCOUNTING PERIOD	(538,029)	(745,421)
	TOTAL	(105,029)	(312,421)
8	<u>OTHER CURRENT LIABILITIES</u>		
8.1	OTHER CURRENT LIABILITIES	482,520	40,000
		482,520	40,000
9	<u>SHORT-TERM PROVISIONS</u>		
9.1	PROVISION FOR TAXATION	-	25,927
9.2	PROVISION FOR AUDIT FEE	50,000	-
		50,000	25,927

NOTES : Forming Part of the Financial Statement

CORPORATE INFORMATION

RAJPUTANA INVESTMENT & FINANCE LIMITED (the Company) is a Limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1913 .The Company is engaged in the business of Investment & Financial activity.

1. SIGNIFICANT ACCOUNTING POLICIES & NOTES:

1.1. Statement of Compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 as applicable. Up to the year ended March 31, 2017, the Company prepared its financial statements in accordance with the requirements of previous GAAP, which includes Standards notified under the Companies (Accounting Standards) Rules, 2006.

1.2. Basis of Preparation of Financial Statements

These financial statements are prepared on historical cost convention on the accrual basis, except for certain financial instruments which are measured at fair values.

1.3. Use of Estimates

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

1.4. Provision For Current And Deferred Tax

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Provision for Income Tax is netted off with amount of Tax Deducted at Source. Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

1.5. Investments

Classification:

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

Measurement:

The company at initial recognition measures a financial assets at its fair value plus transaction costs that are directly attributable to its acquisition.

There is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to the Statement of Profit and Loss. Interest income from these financial assets is included in other income.

Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

1.6. Current Assets, Loans & Advances

In the opinion of the Board and to the best of its knowledge and belief the value on realisation of current assets in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and repayable on demand.

1.7. Recognition of Income & Expenditure

Income and expenditure is recognized and accounted for on accrual basis. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from sale of goods is recognised on transfer of significant risks and rewards of ownership to the customer and when no significant uncertainty exists regarding realisation of the consideration. Sales are recorded net of sales returns, cash and trade discounts. Interest income from debt instruments is recognised using the effective interest rate method. Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established.

1.8. Earning Per Shares

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

1.9. Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Provisions are not recognised for future operating losses. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent Liabilities are not recognised but are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. Contingent Assets are neither recognised nor disclosed in the financial statements.

1.10. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals or accruals of past & future operating cash receipts or payments and item of income or expenses associated with investing and financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

1.11. Cash & Cash Equivalents

For the purpose of presentation of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

1.12. Borrowing Cost

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying assets is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to Statement of Profit and Loss.

1.13. Foreign Currency Transactions

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss. Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

1.14. Payment to Auditors

Particulars	March, 2019	March, 2018
Statutory Audit Fees, Tax Audit, Certification Fees	50,000	30,000
Total	50,000	30,000

1.15. Related Party Disclosers

Related party disclosers as required under Ind AS 24 on “Related party Discloser” are given below:-

(i) Key Managerial Personnel :

Pankaj Kumar Kanodia	Managing Director/CFO
Varsha Dhandharia	Company Secretary

(ii) Other related parties : (entities over which key management personnel or his/their relatives are able to exercise significant influence) : NIL

(iii) Transaction with related parties :

Figures in lacs

Particulars	2018-2019
<u>Transaction with Key Managerial Personnel</u>	
<u>Remuneration to :</u>	
Pankaj Kumar Kanodia	1.35
<u>Advance received from :</u>	
Pankaj Kumar Kanodia	2.15
<u>Balance outstanding at the year end</u>	
Receivable	NIL
Payable	3.50

1.16. The Directors of the Company are pleased to inform that the Company has along with The Calcutta Stock Exchange Limited has got its Equity Shares listed with Bombay Stock Exchange Limited under the Norms for Direct Listing.

For GUPTA AGARWAL & ASSOCIATES
Chartered Accountants
FRN No.- 329001E

Place : Kolkata
Date : 30th May, 2019

JAY SHANKER GUPTA
Partner
Membership No. - 059535

RAJPUTANA INVESTMENT & FINANCE LIMITED

Registered Office Address: “Nanda Tower”, 90 Phears Lane,

Room No.601, 6th Floor, Kolkata - 700012

CIN No.: L65929WB1941PLC010731

Phone No.: 91 + 82320 27550

Email Id:info@rajputanainvestment.com;**Website:**www.rajputanainvestment.com

ATTENDANCE SLIP

Seventy-Seventh Annual General Meeting – September 30, 2019 “NPG Hotel”, 43/4,

New Town Road, Chinar Park, Kolkata – 700 157, at 12:30 P.M

Folio No. : _____	DP ID No.: _____	Client ID No.: _____
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Name of the attending Member / Proxy:

I hereby record my presence at the Annual General Meeting to be held on Monday, September 30, 2019 at 12.30 P.M.

Member’s / Proxy’s Signature

Note :

Shareholders / Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting. Please bring this attendance slip at the meeting and hand it over at the entrance duly filled in and signed.

PROXY FORM
Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the
Companies Management and Administration) Rules, 2014]

CIN: L65929WB1941PLC010731

Name of the Company: Rajputana Investment & Finance Limited

Registered Office: “Nanda Tower”, 90 Phears Lane, Room No.601, 6th Floor, Kolkata – 700012

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: _____ or failing

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 77th Annual General Meeting of the Company, to be held on Monday, September 30, 2019 at 12:30 P.M at “NPG Hotel”, 43/4, New Town Road, Chinar Park, Kolkata – 700 157 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business:	
1.	Adoption of Audited Balance Sheet for March 31, 2019.
2.	Appointment of Director in place of Mr. Kochumathew Chowailoor Joseph, (Din: 02685057), who retire by rotation and being eligible, offers himself for re-appointment.
Special Business:	
3.	Appointment of Mr. Sunny Mathew (Din: 08389552) Additional Director, as a Non-Executive Independent Director of the Company
4.	Appointment of Mrs. Liji Jmmy Thalakkottoor (Din: 08448618) Additional Director, as a Non-Executive Independent Director of the Company.
5.	Resignation of Mr. Pankaj Kumar Kanodia (Din : 07020952) from the post of Managing Director & CFO of the Company
6.	Appointment of Mr. Kochumathew Chowailoor Joseph, (Din: 02685057) as Managing Director & CFO of the Company.
7.	Increase in Authorised Share Capital and substitution of Clause V in the Memorandum of Association of the Company

Signed this day of 2019

Affix Revenue Stamp

Signature of shareholder(s)

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Any alteration or correction made to this Proxy form must be initialed by the signatory / signatories.

BALLOT FORM
(Form No. MGT – 12)

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management & Administration) Rules, 2014]

CIN : L65929WB1941PLC010731				
Name of the Company: Rajputana Investment & Finance Limited				
1. Registered Office: Nanda Tower 90, Phears Lane, Room No.601, 6th Floor, Kolkata – 700 012				
Sl No.	Particulars	Details		
1.	Name of the First Named Shareholders (in Block Letters)			
2.	Postal Address			
3.	Registered folio No./*Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	Class of Shares			
I/ We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the 77th Annual General Meeting dated Monday, September 30, 2019 by conveying my/our assent or dissent to the resolutions by placing (✓) mark in the appropriate box below :				
No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
	Ordinary Business :			
1	To Adopt the Audited Balance Sheet for March 31, 2019.			
2.	To appoint a Director in place of Mr. Kochumathew Chowailoor Joseph, (Din: 02685057), Director of the Company who retire by rotation and being eligible offers himself for re-appointment.			
	Special Business :			
3.	To Appoint Mr. Sunny Mathew (Din: 08389552) Additional Director, as a Non-Executive Independent Director.			
4.	To Appoint Mrs. Liji Jmmy Thalakkottoor (Din: 08448618) Additional Director, as a Non-Executive Independent Director.			
5.	Resignation of Mr. Pankaj Kumar Kanodia (Din : 07020952) from the post of Managing Director & CFO of the Company			
6.	Appointment of Mr. Kochumathew Chowailoor Joseph, (Din: 02685057) as Managing Director & CFO of the Company.			
7.	Increase in Authorised Share Capital and substitution of Clause V in the Memorandum of Association of the Company			

Place:
Date:
Notes:

(Signature of the Shareholder)

- a) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
b) If you opt to cast vote by E-voting, there is no need to fill up and sign this Ballot Form.
c) Last date for the receipt of Ballot Form by Scrutinizer is Monday, September 30, 2019. (5.00 p.m. IST)

INSTRUCTIONS

I. General Instructions:

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through e-voting shall be treated as valid.
2. The notice of Annual General Meeting is dispatched/ e-mailed to the members whose names appear in the Register of Members as on August 30, 2019.
3. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representative/s with proof of their authorization, as stated below.

II. Instruction for voting physically on Ballot Form

1. A member desiring to exercise vote by Assent/ Dissent should complete this form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, at their cost to reach the Scrutinizer at the corporate office of the Company on or before the close of working hours i.e. Monday, September 30, 2019 (5:00 p.m. IST). All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (Ö) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.

(FORM NO. SH-13)

Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014]

To
RAJPUTANA INVESTMENT & FINANCE LTD
Nanda Tower 90, Phears Lane, Room No.601,
6th Floor, Kolkata -700012.

I/ We the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

1. Particulars of the Securities (in respect of which nomination is being made):

Nature of Security	Folio No.	No. of Securities	Certificate No.	Distinctive No.

2. Particulars of Nominee/s:

- a) Name :
- b) Date of Birth :
- c) Father's/Mother's/Spouse's :
- d) Occupation :
- e) Nationality :
- f) Address :
- g) Email ID :
- h) Relationship with the security holder :

3. In case nominee is minor:

- a) Date of Birth :
- b) Date of attaining Majority :
- c) Name of Guardian :
- d) Address of Guardian :

Name of the Security Holder(s) :

Signature

1.....

.....

2.....

.....

Name of witness : Signature of witness:

Address of witness : Date:

.....

(FORM NO. SH-14)

Cancellation or Variation of Nomination

[Pursuant to Section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014]

To
RAJPUTANA INVESTMENT & FINANCE LTD
Nanda Tower 90, Phears Lane, Room No.601,
6th Floor, Kolkata -700012.

I/ We hereby cancel the Nomination(s) made by me/us in favour of.....
(name and address of the nominee) in respect of the below mentioned Securities.

Or

I/ We hereby nominate the following person in place of.....
.....as nominee in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the event of my / our death

1. Particulars of the Securities (in respect of which nomination is being made):

Nature of Security	Folio No.	No. of Securities	Certificate No.	Distinctive No.

2. Particulars of Nominee/s:

- a) Name :
- b) Date of Birth :
- c) Father's/Mother's/Spouse' :
- d) Occupation :
- e) Nationality :
- f) Address :
- g) Email ID :
- h) Relationship with the security holder :

3. In case nominee is minor:

- a) Date of Birth :
- b) Date of attaining Majority :
- c) Name of Guardian : _____
- d) Address of Guardian :

Name of the Security Holder(s):Signature

1.....

.....

2.....

.....

Name of witness : _____

Signature of witness:

Address of witness: Date:

.....

RAJPUTANA INVESTMENT & FINANCE LIMITED

Registered Office Address: “Nanda Tower”, 90 Phears Lane,
Room No.601, 6th Floor, Kolkata - 700012

CIN No.: L65929WB1941PLC010731

Phone No.: 91 + 82320 27550

Email Id:info@rajputanainvestment.com;**Website:**www.rajputanainvestment.com

Dear Shareholder(s)

Sub.: Conversion of shares into dematerialized form.

The Securities and Exchange Board of India (‘SEBI’) vide its notification dated 8th June, 2018 amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandates that transfer of securities with effect from 5th December, 2018 would be in dematerialized form only.

As per the records maintained with the Company’s Registrar & Share Transfer Agents, Maheshwari Datamatics Private Limited, we note that there are certain shareholders holding shares of the Company in physical form. Accordingly we urge you to take necessary steps with your Depository Participant(s) to dematerialize your shares held in the company. Please note that as per the above SEBI Notification, with effect from 5th December, 2018 the Company/ Big Share will be obliged to reject any request for transfer of your shares. However, request for transmission or transposition and dematerialization shall continue to be considered.

The FAQs on dematerialization of Shares, including the process for dematerialization, is given along with this letter for your information.

In case of any queries in this regard, you may also contact our Register & Share Transfer Agents at:

Maheshwari Datamatics Pvt. Ltd.
23 R.N Mukherjee Road, 5th Floor, Kolkata – 700 001
Contact No. : 033 2243 5029/2248 2248
Fax – 033 22484787
E mail ID: mpdl@cal.vsnl.net.in,mdpldc@yahoo.com
Website: info@mdpl.in

Thanking you

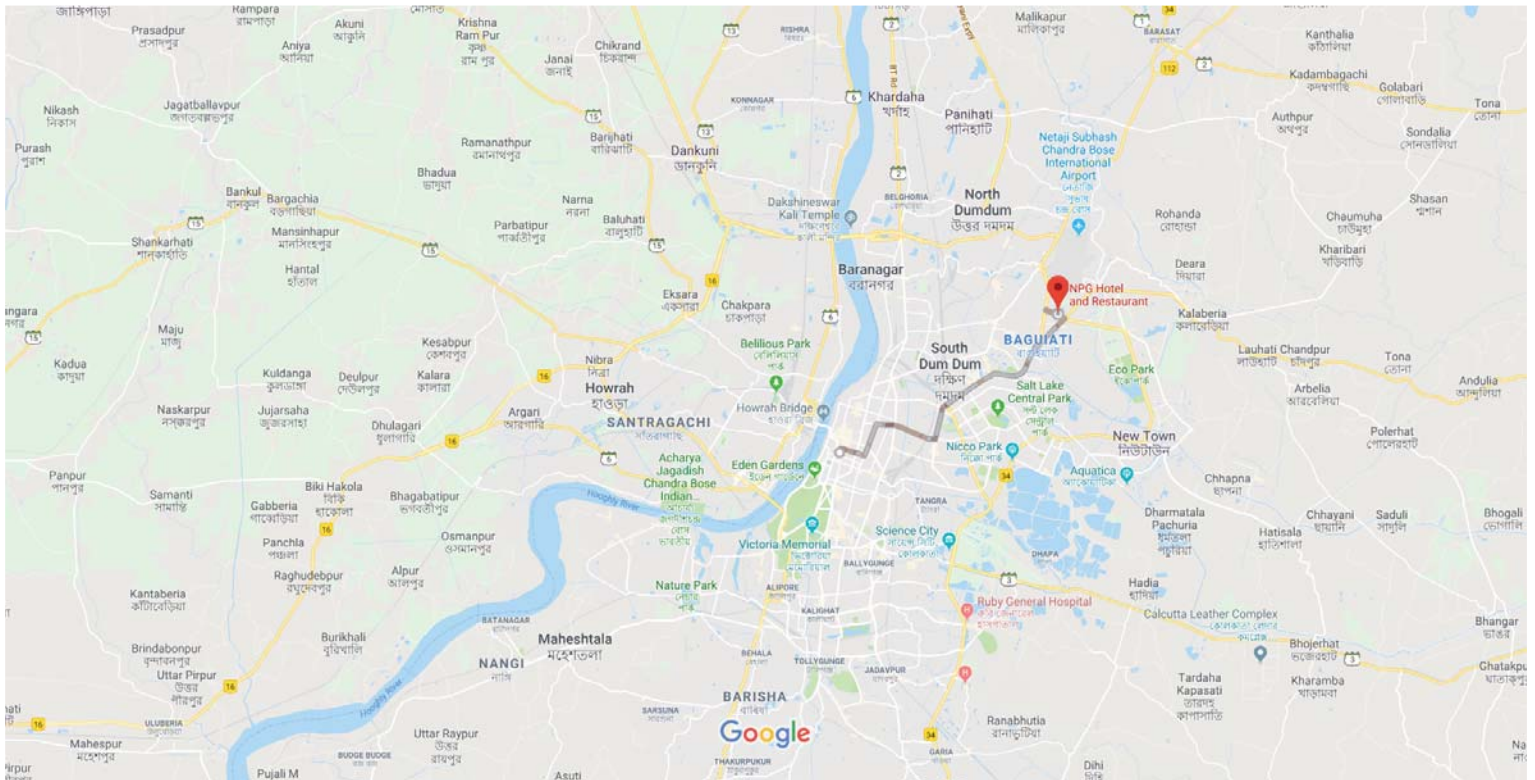
For *Rajputana Investment & Finance Limited*

Sd/-

Puja Seth

Company Secretary

Google Maps NPG Hotel and Restaurant



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