

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 12:30 P.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

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)

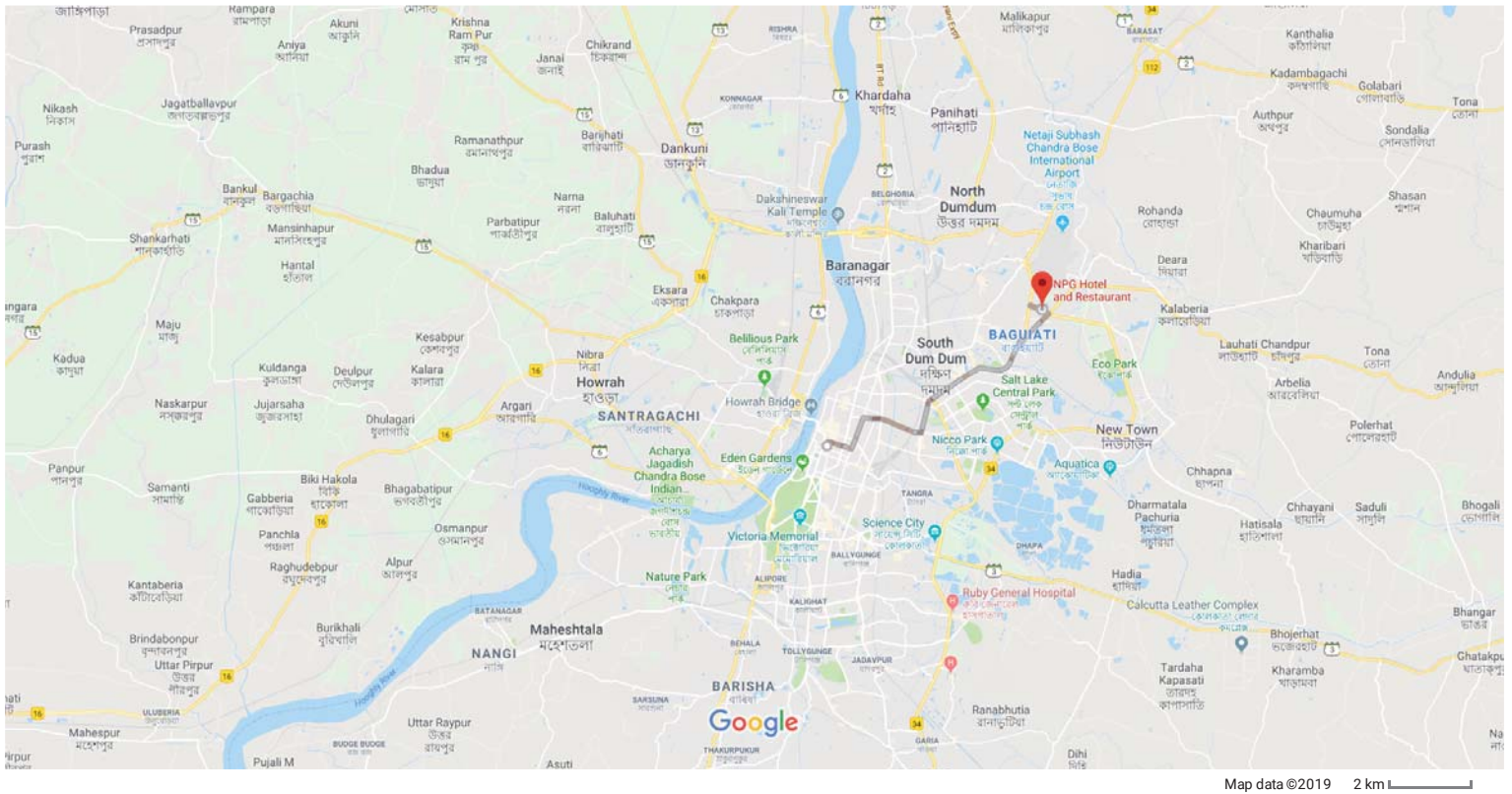
Notes:

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.

8/31/2019

NPG Hotel and Restaurant - Google Maps

Google Maps NPG Hotel and Restaurant



[https://www.google.com/maps/place/NPG+Hotel+and+Restaurant/@22.5965165,88.3246828,12z/data=!4m2!1m1!1m1!1m1!1m1!1m1!1s0x39f89fd8f1b60b83:0x411de5e36b6905ael2snpng...](https://www.google.com/maps/place/NPG+Hotel+and+Restaurant/@22.5965165,88.3246828,12z/data=!4m2!1m1!1m1!1m1!1m1!1m1!1m1!1m1!1s0x39f89fd8f1b60b83:0x411de5e36b6905ael2snpng...) 1/5