



POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Companies Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings ('SS-2'), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, that it is proposed to seek the consent of the shareholders ('Members') of Rajputana Investment & Finance Limited (the '**Company**'), for the resolutions appended herein below through postal ballot ('**Postal Ballot**') by way of remote electronic voting ('**E-voting**').

In view of the pandemic situation of COVID-19 and pursuant to the guidelines and notification issued by the Ministry of Home Affairs, Government of India and in light of circulars issued by the Ministry of Corporate Affairs, Government of India (the 'MCA') vide its General Circular No.14/2020 dated April 08, 2020 and General Circular No.17/2020 dated April 13, 2020 read with General Circular No. 33/2020 dated 28th September, 2021, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 (collectively referred to as "**MCA Circulars**") and pursuant to Section 110 of the Companies Act and the Rules made thereunder, the company proposes for passing of resolutions as per this Postal Ballot Notice.

In terms of said Section of the Companies Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by Postal Ballot, shall, get any resolution (other than Ordinary Business and any Business in respect of which Directors or Auditors have right to be heard at any meeting) passed by means of Postal Ballot, instead of transacting the business in general meeting of the Company.

Rajputana Investment & Finance Ltd

Reg. Address: Flat No. 601, 6th Floor, Nanda Tower, 90, Phears Lane, Kolkata - 700 012

Corporate Office Address: 8/82/3, BRD Complex, Kozhikode Road, Parempadam
Kunnamkulam Via, Thrissur Dist. Kerala-680 519

CIN: L65929WB1941PLC010731 | **Email Id:** info@rajputanainvestment.com

Website: www.rajputanainvestment.com | **Ph No:** 91+ 82320 27550

In terms of the MCA Circulars, in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, companies are advised to take all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/ E-voting in accordance with the provisions of the Companies Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue.

The MCA has clarified that for Companies that are required to provide E-voting facility under the Companies Act, while they are transacting any business (es) only by Postal Ballot up to 30th June 2022, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis.

Further, the company will send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the E-voting system.

This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

You are requested to peruse the following proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of E-Voting system only provided by the Company.

The Board of Directors of the Company ('the Board'), has at its meeting held on 05.03.2022 considered and approved the following resolutions, subject to the Members' approvals through postal ballot:

1. Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013
2. Adoption of Articles of Association as per the provisions of the Companies Act, 2013.
3. Alteration of Object Clause of Memorandum of Association
4. Shifting of registered office of the company from Kolkata to Kerala

The Company proposes to consider aforesaid special business and seek your consent for the said proposals as contained in the Special Resolutions appended below.

The Board has appointed Ms. Liya Antony (ACS 39611), Practicing Company Secretary, as the Scrutinizer ('Scrutinizer') for conducting and scrutinizing the postal ballot / e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the e-voting. The results of the postal ballot/e-voting shall be declared on or before **09.05.2022** and shall be communicated to the BSE Limited ("BSE"), Depository and shall also be displayed on the Company's website, www.rajputanainvestment.com

Members are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Resolutions along with the Explanatory Statements, pursuant to Section 102 of the Act, pertaining to the Resolutions, setting out the material facts are as follows:

SPECIAL BUSINESS:

Item No: 1

Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013

To consider and if thought Fit, to pass, with or without Modification, following Resolution as Special Resolution:

"RESOLVED THAT, pursuant to provisions of Section 13 & other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the rules made there under, the set of existing Memorandum of Association of the Company be and is hereby substituted with a new set of Memorandum of Association in order to align the same with the applicable provisions of the Companies Act, 2013 and the Rules made there under and the same be and is hereby approved and adopted as new Memorandum of Association of the Company."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution including filing of necessary forms with the Registrar of Companies"

Item No: 2

Adoption of Articles of Association as per the provisions of the Companies Act, 2013.

To consider and if thought Fit, to pass, with or without Modification, following Resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 14, 15 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members be and is hereby accorded to adopt the new set of Articles of Association as placed before the shareholders of the Company be and is hereby approved and adopted as new Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution including filing of necessary forms with the Registrar of Companies.”

Item No. 3:

Alteration of Object Clause of Memorandum of Association

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13 read with section and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as “the Act”) and in accordance with the relevant provisions of the Articles of Association of the Company, and in accordance with the provisions as contained in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof from time to time) and in accordance with all other applicable rules, regulations, guidelines and clarifications issued thereon from time to time by the Securities and Exchange Board of India (“SEBI”), Government of India (“GOI”) or any other statutory/regulatory authorities and subject to all such approvals, permissions, consents and sanctions of any authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents or sanctions, the consent of the Company be and is hereby accorded to replace the existing Clause III of the Memorandum of Association of the Company with the following:-

III (a) The objects to be pursued by the company are:—

(1) To do the business of pre-owned luxury cars and related activities

III (b) Matters which are necessary for furtherance of the objects specified in clause III (a) are:-

1. To apply for, purchase or otherwise acquire any patents, brevet a' invention, licenses, concession and the like, conferring any exclusive or non-exclusive or limited right to use, any secret or other information as to any intention which may seem capable of being used for any of the purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise develop or grant licences in respect of or otherwise turn to account the property right or information so acquired.
2. To enter into arrangements for technical collaboration and or other forms of assistance including promotion of industrial and capital participation, with foreign or Indian manufacturers of and allied food products and to pay for such technical assistance or collaboration royalties or other fees in cash or by issue of debenture or debenture stock.
3. To develop and turn to account an land acquired by the Company or in which the company is interested and in particular, by laying out and preparing the same for building purpose, constructing altering pulling down, decorating, maintaining, furnishing fitting up and improving buildings, and by planting, paving, draining, farming, cultivation and letting on buildings on lease building agreement.
4. To acquire in India or elsewhere by purchase, lease, or otherwise or for the purpose of the Company any real or personal, movable and immovable property rights, privileges, including any land, building rights of way, easements, licences, concessions, and privileges patent rights, trade marks, machinery, rolling stock, plant, utensils, accessories and stock-in-trade.
5. To receive money on deposit with interest or otherwise and to lend money with or without security to such persons, firms or company and on such terms as may seem expedient and in particular to customers, and others having dealings with the company and to guarantee the performance of contracts by any such persons, firms, company but not to do any banning business as defined in the Banking Companies Act, 1949.
6. Subject to Section 372 of the Companies Act of 1956 to invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
7. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company carrying on any business which the Company is authorised to carry on, or possessed of property or rights suitable for any of the purpose of the Company, and to purchase, acquire, sell and deal in property shares, stock of such persons, firms or company and to conduct

make or carry into effect any arrangements in regard to the business of any such persons, firm or company.

8. To enter into partnership or into any arrangements for sharing profits, co-operation, amalgamation, union of the interests, joint adventure, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in, any business or transaction which this company is authorised to carry on or engage in, or about to carry on or engage in any business undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the company and to lend money to guarantee the contracts of or otherwise assist any such person, firm or company and to place, subscribe for or otherwise, acquire, and hold shares or securities of any such person, firm or company and to sell, hold reissue with or without guarantee or otherwise deal with the same.
9. To open one or more accounts of any kind with any bank or banks and to draw, accept make and or discount negotiate promissory notes, hundis, bills of exchange, bills of landing and other negotiable instruments connected with the business of the company.
10. To incur debts for the conduct of any business of the company and to purchase or hire goods, materials or machinery on credit or otherwise for any business of the company.
11. To borrow or raise money at interest or otherwise in such a manner as the company may think fit (without doing Banking business within the meaning of Banking Companies Act, 1949) and in particular by issue of debentures or debenture stock, perpetual or otherwise including debenture or debenture stock convertible into shares of this or any other company or perpetual annuities and in security of any such money so borrowed, raised or received, to mortgage, pledge, charge the whole or any part of the property, assets or revenue of the company, present or future, including its uncalled capital by special assignment or otherwise, or to transfer or convey the same absolutely or in trust and to give the lender powers of sale and other powers as may seem expedient and to purchase, redeem, or pay off any such securities.
12. To sell or in any other manner deal with or dispose of the undertaking or property of the company, or any part thereof for such consideration as the company may think fit and in particular of shares, debentures and other securities of any other company having objects altogether or in part similar to those of this company.
13. To create any depreciation fund, Reserve Fund, Sinking Fund, Insurance fund, or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for, any other purpose conducive to the interests of the Company.
14. To improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with, all or any of the property, rights and connections of the company.
15. To provide for the welfare of the Directors and Employees or Ex-Directors and Ex-Employees of the company and wives, widows, and families or the dependents or

connections of each person by building or contributing to the departments or connections of each person by building or contributing to the building of houses, dwellings chawls, by grants of money, pensions, allowance, bonus or other payments or by creating and from time to time to subscribing or contributing to provident or other accessories, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical attendance and other assistance as the company shall think fit and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national political or other institutions and objects, which shall have any moral or other claim to the support or aid by the company either by reason of locality of operation or public and general utility or otherwise.

16. To place, to reserve or to distribute as dividends or bonus among the members or otherwise to apply, as the company, may from time to time think fit, any monies accrued in respect of dividends on forfeited shares and monies arising from the sale by the company of forfeited shares or from unclaimed dividends.
17. To distribute any of the property of the Company among the members in specie or kind on the company being wound up.
18. To adopt such means of making known the products or business carried on by the company as may seem expedient, and in particular by advertising in the press by circulars or purchase or exhibition of works of art and interest & publication of books and periodicals and by granting prizes, awards and donations.
19. To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them, in any part of the world and alone or in conjunction with others.
20. To amalgamate with any other company or companies having objects altogether or in part similar to those of this company.
21. To establish in any place in India or abroad any Branches of Office for purposes of facilitating export and import trade transactions of the company or of the customers of or of the suppliers to the Company or of the other Import Licence or Eligibility holders having dealings with the Company.
22. To purchase, take on lease or otherwise acquire in India or elsewhere free hold and other farms, properties, mines, lands and mineral properties, and also grants concessions, lease claims licences of or other interests to mine, mining rights, lands mineral properties, water rights and either absolutely or conditionally and either solely or jointly with others and to carry on mining works.
23. To carry on the business of acquiring, utilising, transferring or otherwise disposing of import licences of all kinds obtained by and granted to exporters and other persons of firms who have been granted Eligibility by Government of India and importing goods and commodities under such Import Licences and to deal, pledge, hypothecate, sell or

otherwise dispose of such imported goods or commodities and to incur all expenses necessary or incidental to such import or sale or disposal of such goods or commodities.

24. To carry on the business of general traders, importers, distributors, dealers, stockist and carriers by land, water or air and to buy, sell, import, exchange, hire, lease or otherwise deal in merchandise, commodities, products and articles of all kinds, shape and descriptions within Union of India or in any place outside India.
25. To Sell, Market, Trade, Manufacture, Export & Import, to let on hire and to carry on the business of dealers and exporters and importers of Domestic and Commercial durable and Non-durable appliances, Office Automation Equipments, electronic or electrical or mechanical or electro-mechanical and similar other equipments and appliances and to develop, export software and software related projects including training, hiring and development of computer professionals to be employed for projects in India & abroad.
26. To carry on the business of manufacturing, procuring and selling directly or through grant of licenses, franchisees or permission to other entities for all kinds of consumer goods and consumer durable, industrial appliances & goods, textiles electric and electronic goods, home appliances, processed foods, processed powder or mix for hot or cold beverages, natural or synthetic or chemical based to be sold either directly or to be used as raw material for any food or beverage and to act as dealers, agents, exporters, importers, traders, commission agents, stockist, manufacture representative for foreign or local companies, firms, associations whether incorporated or not.
27. To carry on the business of transports, travels, tour operators, air cab operators, hirers of all kinds of vehicles, freight carriers, to act as air ticketing agents and to run & construct beach resorts, holiday homes, hotels, highway motels, cafes, restaurants, joints, country townships, time share cottages and carry on the business of tourism consultants and any other tourism related industry (or) business.

“RESOLVED FURTHER THAT Mr. Kochumathew Chowailoor Joseph (DIN: 02685057), Managing Director, Mr. Jijin Chanayil Surendran (DIN: 03305487) Director, and/or the Company Secretary be and are hereby severally and/ or jointly authorized, to take necessary steps to obtain confirmation of concerned Registrar of Companies, Ministry of Corporate Affairs under Section 13(9) of the Companies Act, 2013 in respect of the aforesaid alteration of Clause III of the Memorandum of Association and to agree to such modifications, terms & conditions in the new proposed sub clause as may be directed by the Registrar of Companies and to modify the same accordingly.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Kochumathew Chowailoor Joseph (DIN: 02685057), Managing Director, Mr. Jijin Chanayil Surendran (DIN: 03305487) Director, and/or the Company Secretary be and are hereby severally and/ or jointly authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the concern Registrar of Companies.”

Item No. 4

Shifting of registered office of the company

To consider and if thought Fit, to pass, with or without Modification, following Resolution as Special Resolution:

“RESOLVED THAT, pursuant to Section 12 and 13 of Companies Act 2013 and Rules made there under and subject to approval of Central Government, consent of Company, be and is hereby accorded for shifting of Registered Office of the Company from its Present Location Flat No. 601, 6th Floor, Nanda Tower 90, Phears Lane, Kolkata, West Bengal, 700012 India to Building No: 1/110, BRD Complex, NH Bypass, Konikkara, Thrissur-680306, Kerala” from one state to another state.

“RESOLVED FURTHER THAT, pursuant to Section 13 of Companies Act 2013 and Rules made there under, Registered Office Clause of Memorandum of Association of the Company be and is hereby altered by substituting the Word “the State of Kerala for the word “the State of Kolkata”.

“RESOLVED FURTHER THAT, any Director of the Company, be and is hereby authorize to file such Forms with Registrar of Companies and authorize to do such act, deeds, and things as are necessary to give effect to this Resolution”.

Item No. 5

To regularize the appointment of Mr Jijin Chanayil Surendarn as Director of the company

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

“RESOLVED THAT Mr Jijin Chanayil Surendarn (DIN: 03305487)), who was appointed as an Additional Director who holds office up to the date of this General Meeting in terms of Section of the Company by the Board of Directors with effect from 13.11.2021 U/s 161(1) of

the Companies Act, 2013 (the “Act”) and who is eligible for appointment and has consented to act as Director of the Company and, be and is hereby appointed as a Director of the Company.”

**By order of the Board of Directors of
Rajputana Investment & Finance Limited**

Date: 08.04.2022

Place: Thrissur

**Sd/-
Ms. Villadath Vinita
Company Secretary & Compliance Officer**

NOTES:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolutions in respect of the businesses set out above is annexed hereto. A copy of the Postal Ballot Notice is also available on the company’s www.rajputanainvestment.com, CDSL Website www.evotingindia.com and at the relevant sections of the websites of the BSE Limited.
2. The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be served to them may temporarily get their email address registered with the Company’s Registrar and Share Transfer Agent, Maheshwari Datamatics Private Limited, Shareholders may write the request to register/update their E-mail address with RTA to the email: mdpldc@yahoo.com. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for their Postal Ballot.

3. The Portal for E-voting will remain open for the Members for exercising their voting from Saturday **09th April 2022 at 9.00 AM** India Standard Time (‘IST’) till **Sunday, 08th May 2022** at 05:00 PM (IST) both days inclusive. The E-voting needs to be exercised by 05:00 PM (IST) on **09th April 2022**. Please note that E-voting module will be disabled for e-voting by CDSL after the said date and time. During this period, the Members of the company holding shares either in physical form or dematerialized

form, as 31.03.2022 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.

4. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the company for E-voting i.e. **09th April 2022**. Further, resolutions passed by the Members through E-voting are deemed to have been passed effectively at a general meeting.
5. The Postal Ballot Notice is being sent by e-mail to all the Members, whose name appears on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on cut-off date i.e. **31.03.2022** and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the company's Registrar and Share Transfer Agent Maheshwari Datamatics Private Limited. Each Member's voting rights shall be in proportion to his/ her share of the Paid-Up Equity Share Capital of the company as on cut-off date, which will only be considered for voting.
6. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
7. The Board of Directors has appointed Ms. Liya Antony (ACS 39611), Practicing Company Secretary as Scrutinizer for scrutinizing the E-voting process and conducting Postal Ballot process in a fair and transparent manner.
8. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him, after completion of scrutiny of votes received through E-voting. The results of the Postal Ballot will be announced on or before Monday, 09th May 2022.
9. The results of the Postal Ballot will be posted on the company's website www.rajputanainvestment.com, CDSL's Website www.evotingindia.com and will also be communicated to the BSE Limited ("BSE").
10. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the company's website

www.rajputanainvestment.com. to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot i.e. **Sunday, 08th May 2022.**

11. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one in vernacular language in that district (in Bengali language) in which registered office of the company is currently situated. The Result of the Postal Ballot will be published in the Newspaper one English national daily newspaper circulating throughout India (in English language) and in one Hindi national daily newspaper circulating throughout India (in Hindi language) and one in vernacular language in that district (in Bengali language) in which registered office of the Company is situated.
12. To support the “Green Initiative” Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company’s RTA or the Depository Participants, in respect of shares held in physical/ electronic mode respectively.
13. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, SS-2 and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the company is providing facility for voting by E-voting to all the Members of the company to enable them to cast their votes electronically on the items mentioned in the Notice.
14. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
15. For this purpose, the company has engaged the service of CDSL and has made necessary arrangements with CDSL to facilitate E-voting. In terms of the General Circular No.14/2020 dated April 08, 2020 read with General Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs, Government of India (the ‘MCA Circulars’), voting can be done only by E-voting. As the E-voting does not require a person to attend to a meeting physically, the Members are strongly

advised to use the E-voting procedure by themselves and not through any other person/ proxies.

16. The detailed procedure with respect to E-voting is as follows:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Saturday 09th April 2022 at 09:00 AM** and ends on **Sunday, 08th May 2022 at 05:00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 31.03.2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the E voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p>

their
**Depository
Participants**

Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iii) Login method of e-Voting for **shareholders other than individual shareholders & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (i) 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.
- (ii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (iii) 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.
- (iv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (v) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (vi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (vii) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; rajputanainvestment@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORY FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

ANNEXURE TO THE NOTICE

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

Item No: 1

Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013

Rajputana Investment & Finance Limited was incorporated under the provisions of the Companies Act, 1956. The existing Memorandum of Association (“MOA”) were based on the Companies Act, 1956 and several clauses / regulations in the existing MOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force.

The Existing regulations of the MOA are replaced by the new set of regulations and adopted as new set of MOA as per the requirements of Table - A of Schedule 1 of Companies Act, 2013. The modification in MOA is carried out to give effect to provisions of the Companies Act, 2013. Consent of the shareholders by way of a Special Resolution is required in this regard. The entire set of proposed articles of association is available in the website of the company.

The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the registered office of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

Item No: 2

Adoption of Articles of Association as per the provisions of the Companies Act, 2013

Rajputana Investment & Finance Limited was incorporated under the provisions of the Companies Act, 1956. The existing Articles of Association (“AOA”) were based on the Companies Act, 1956 and several clauses / regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force. The Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013. Consent of the shareholders by way of a Special Resolution is required in this regard. The entire set of proposed articles of association is available in the website of the company.

The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the registered office of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution. The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution.

Item No: 3

Alteration of Object Clause of Memorandum of Association

The Board has to consider from time to time proposals for diversification into areas which would be profitable for the Company as part of diversification Plans. For this purpose, the object Clause of the Company, which is presently restricted in scope, require to be so made out as to cover a wide range of activities to enable your Company to consider embarking upon new activities.

“Main Object” clause of the Memorandum of Association of Association of the Company is being amended by modifying of Existing Clause as follows.

III (a) The objects to be pursued by the company are:—

(1) To do the business of pre-owned luxury cars and related activities

The Amendment shall be effective upon the registration of the Resolution with the Registrar of the Companies.

The Board recommends the adoption of the Resolution. None of the Directors and Key Managerial Personnel of the Company, including their relatives, is concerned or interested in the foregoing resolution.

Item No. 4

Shifting of registered office of the company

As per Provision of section 12 of the Companies Act, 2013, shifting of registered office of Company from one state to another state requires approval of the members way of Special Resolution.

The Registered office of the Company is presently situated at Flat No. 601, 6th Floor, Nanda Tower 90, Phears Lane, Kolkata, WB 700012 India”. Now the Board of Directors of the company at its meeting held on 05.03.2022 decided that the registered office of the Company is to be shifted to “Building No: 1/110, BRD Complex, NH Bypass, Konikkara, Thrissur-680306, Kerala” from one state to another state, with a view to improve operational efficiency, the Board of Directors Considered and subject to approval of members, approved the proposal of shifting registered office to “Building No: 1/110, BRD Complex, NH Bypass, Konikkara, Thrissur-680306, Kerala”.

The Board recommends the proposed special resolution to the members of the Company for their consideration and approval.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution of item No: 4

Item No. 5

To regularize the appointment of Mr Jijin Chanayil Surendarn as Director of the company

Mr Jijin Chanayil Surendarn appointed as additional director at the board meeting of the company held on 13.11.2021 in accordance with the provision of the section 161 of companies act 2013. Pursuant to section 161 of companies act 2013, the above director hold office till the ensuing general meeting of the company.

The board is of view that the appointment of Mr Jijin Chanayil Surendarn on the company board as director is desirable and would be beneficial to the company and hence it recommend the said resolution for approval by members of the company

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of this Notice.