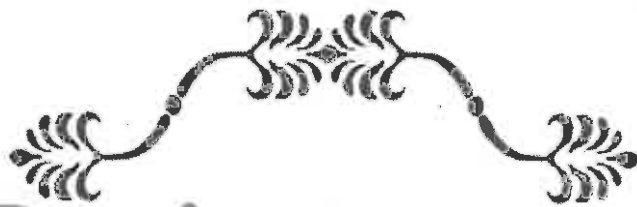


RAJPUTANA INVESTMENTS & FINANCE LIMITED



Rajputana

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investment and finance ltd

76TH
ANNUAL
REPORT

2017-18

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RAJPUTANA INVESTMENT & FINANCE LIMITED

CIN : L65929WB1941PLC010731

Registered Address : "Nigam Centre", 155 Lenin Sarani, Room No.108, 1st Floor, Kolkata – 700 013

Contact No. : 91 + 82320 27550

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

CORPORATE INFORMATION

BOARD OF DIRECTORS :

Managing Director

Shri Pankaj Kumar Kanodia

Non-Executive Independent Director

Kumari Kritika Rupda
Shri Badri Prasad Singhanian
Shri Santanu Sen

BOARD COMMITTEES :

Audit Committee

Shri Santanu Sen – Chairman
Smt. Kritika Rupda - Member
Shri Pankaj Kumar Kanodia- Member

**Nomination & Remuneration
Committee**

Smt. Kritika Rupda - Chairman
Shri Badri Prasad Singhanian - Member
Shri Santanu Sen - Member

Stakeholders Relationship Committee

Shri Santanu Sen – Chairman
Shri Pankaj Kumar Kanodia - Member
Smt. Kritika Rupda - Member

AUDITORS :

Statutory Auditor:

M/s. Gupta Agarwal & Associates
22 Muktarab Babu Street
1st Floor
Kolkata – 700 007

Internal Auditors:

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

Secretarial Auditors:

Shri Sourav Kedia
9/12 Lal Bazar Street,
Mercantile Building
Kolkata – 700 001

Company Secretary :

Kumari Varsha Dhandharia (Compliance Officer)

Chief Financial Officer :

Shri Pankaj Kumar Kanodia

Registrar & Transfer Agent :

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

Bankers :

Bandhan Bank Limited
Girish Park Branch
Kolkata – 700 007

NOTICE

NOTICE is hereby given that the Seventy-Sixth Annual General Meeting of the Members of **Rajputana Investment & Finance Limited** will be held at "Hotel Orion West Williwows", 2 West Range, Near Tata Motor Lexus Showroom, Beck Bagan, Kolkata – 700 017 on Saturday, 29th day of September, 2018 at 12:30 P.M. to transact the following business :

ORDINARY BUSINESS :-

1. To receive, consider and adopt the Audited Balance Sheet and the Statement of Profit & Loss of the Company for the year ended March 31, 2018 as on that date and the Reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Shri Pankaj Kumar Kanodia (Din: 07020952), who retires by rotation, and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS :

3. **Appointment of Shri Mathew Jose (Din : 00542339) 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) Shri Mathew Jose, (Din : 00542339), who was appointed as an Additional Non – Executive Independent Director 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 2022-23."

RESOLVED FURTHER THAT Shri Pankaj Kumar Kanodia, Managing Director & Ms. Varsha Dhandharia, 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 Shri N R Bahulayan (Din : 00297057) 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) Shri N R Bahulayan, (Din : 00297057), who was appointed as an Additional Non – Executive Independent Director 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 2022-23."

RESOLVED FURTHER THAT Shri Pankaj Kumar Kanodia, Managing Director & Ms. Varsha Dhandharia, 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. Appointment of Shri James Vellanikaran (Din : 05011653) 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) Shri James Vellanikkaran, (Din : 05011653), who was appointed as an Additional Non – Executive Independent Director 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 2022-23.”

RESOLVED FURTHER THAT Shri Pankaj Kumar Kanodia, Managing Director & Ms. Varsha Dhandharia, 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. “

6. Appointment of Shri Cheruvathoor Kuriappan Appumon (Din : 00135500) as an Executive Director.

To re-appoint Shri Cheruvathoor Kuriappan Appumon (Din : 00135500) as an Executive Director and in this regard, pass the following resolution as an **Ordinary Resolution** :

“**RESOLVED THAT** in accordance with the provisions of Sections 152, 160 & 161 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Shri Cheruvathoor Kuriappan Appumon, (Din : 00135500) as an Executive Director of the Company, for a period of 3 (three) years with effect from July 31, 2018 till July 30, 2021 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

RESOLVED FURTHER THAT Shri Pankaj Kumar Kanodia, Managing Director & Ms. Varsha Dhandharia, 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. Appointment of Shri Chanayil Gopalan Surendran (Din : 00074631) as an Executive Director.

To re-appoint Shri Chanayil Gopalan Surendran (Din: 00074631) as an Executive Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 152, 160 & 161 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Shri Chanayil Gopalan Surendran, (Din : 00074631) as an Executive Director of the Company, for a period of 3 (three) years with effect from July 31, 2018 till July 30, 2021 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

RESOLVED FURTHER THAT Shri Pankaj Kumar Kanodia, Managing Director & Ms. Varsha Dhandharia, 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. “

8. Appointment of Shri William Varghese ChunagathCheru (Din : 00074708) as an Executive Director.

To re-appoint Shri William Varghese ChunagathCheru (Din : 00074708) as an Executive Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 152, 160 & 161 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Shri William Varghese ChunagathCheru, (Din : 00074708) as an Executive Director of the Company, for a period of 3 (three) years with effect from July 31, 2018 till July 30, 2021 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

RESOLVED FURTHER THAT Shri Pankaj Kumar Kanodia, Managing Director & Ms. Varsha Dhandharia, 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. “

9. Appointment of Shri Kochumathew CJ (Din : 02685057) as an Executive Director.

To re-appoint **Shri Kochumathew CJ (Din : 02685057)** as an Executive Director and in this regard, pass the following resolution as a **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 152, 160 & 161 and other applicable provisions of the Companies Act, 2013 and Appointment of Shri William Varghese ChunagathCheru (Din : 00074631) as an Additional Director of the Company i.e. to be regularize in ensuing Annual General Meeting to be held on September 29, 2018. the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Shri Kochumathew CJ, (Din : 02685057) as an Executive Director of the Company, for a period of 3 (three) years with effect from July 31, 2018 till July 30, 2021 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee constituted / to be constituted by the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

RESOLVED FURTHER THAT Shri Pankaj Kumar Kanodia, Managing Director & Ms. Varsha Dhandharia, 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. “

By Order of the Board
For Rajputana Investment & Finance Limited

Registered Office :

“Nigam Centre”, 155 Lenin Sarani, Room No.108,
1st Floor, Kolkata – 700 013

Dated : September 05, 2018

Sd/-
Varsha Dhandharia
Company Secretary
ACS - 42836

NOTES :

1. A 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. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. 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 Monday, September 24, 2018 to Saturday, September 29, 2018 (both days inclusive), for the purpose of AGM.
6. Members are requested to bring their Admission Slip along with copy of the Report and Accounts to the Annual General Meeting.

7. 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.
8. Members holding shares in physical form are also requested to notify change in 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).

In case shares are held in electronic form, these information should be passed on directly to their respective Depository Participant (DP).

9. 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).
10. 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.
11. 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.

12. SEBI has made it mandatory for every participant in Capital Market to furnish Income Tax Permanent Account Number (PAN). Members holding shares in electronic form are, therefore, requested to submit their PAN/Bank Account particulars to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN/Bank Account Particulars details to the Company/RTA for registration of transmission/transposition, deletion of name etc.
13. 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.

14. 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.
15. 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.
16. Members / Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting.
17. 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.

18. 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 76th 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.

- II. The E-voting period commences on Wednesday, September 26, 2018 (9:00 am) and ends on Friday, September 28, 2018 (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 22, 2018 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 22, 2018.
- IV. M/s. Rateria & Associates, Practicing Company Secretary, Kolkata (Practicing No. 20125), has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
- V. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote E-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- VI. 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 31, 2018.
- VII. The shareholders shall have one vote per equity share held by them as on the cut-off date of September 22, 2018. The facility of E-voting would be provided once for every folio / client id, irrespective of the number of joint holders. 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 22, 2018.
- VIII. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- IX. 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.
- X. 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 22, 2018 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.
- 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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.in 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. they have to create a user who would be able to link the account(s) 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.
- XI.** 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.
- XII.** 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.
- XIII.** 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).
- XIV.** 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.
- XV.** 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.

19. The Notice of the 76th 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.
20. Members may also note that the Notice of the 76th AGM and the Annual Report 2017-18 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, 2018. 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.
21. 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.
22. The facility for making/varying/cancelling nomination is available is available to individuals holding shares in the Company. Nominations can be made in Form-SH.13 and any variation /cancellation thereof can be made by giving notice in Form-SH.14, prescribed under the Companies (Share Capital & Debentures) Rules, 2014 for the purpose. The forms can be obtained from the Company/RTA or from the website of Ministry of Corporate Affairs at www.mca.gov.in.
23. The Ministry of Corporates 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.

24. 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.
25. 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.

26. 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, 2018 and will also be available for inspection at the Meeting.
27. 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

Shri Mathew Jose, (Din: 00542339) is an Additional Non-Executive Independent Director of the Company and has held the positions as such from August 31, 2018.

It is proposed to appoint Shri Mathew Jose (Din : 00542339) 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 2022-2023.

The Company has received notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri Mathew Jose (Din : 00542339) for the office of Directors of the Company.

The Company has also received declarations from Shri Mathew Jose, (Din : 00542339) that they meet with the criteria of independence as prescribed both under sub-Section (6) of Section 149 of the Act and as per provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. In the opinion of the Board, the Director fulfils the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

Brief resume of Shri Mathew Jose, (Din: 00542339), 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.

Copy of the draft letter for appointment Shri Mathew Jose, (Din : 00542339) as an Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.

Except Shri Mathew Jose, (Din : 00542339), 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

Shri N R Bahulayan (Din: 00297057) is an Additional Non-Executive Independent Director of the Company and has held the positions as such from August 31, 2018.

It is proposed to appoint Shri N R Bahulayan (Din : 00297057) 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 2022-2023.

The Company has received notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri N R Bahulayan (Din : 00297057) for the office of Directors of the Company.

The Company has also received declarations from Shri N R Bahulayan (Din : 00297057) that they meet with the criteria of independence as prescribed both under sub-Section (6) of Section 149 of the Act and as per provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. In the opinion of the Board, the Director fulfils the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

Brief resume of Shri N R Bahulayan (Din: 00297057), 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.

Copy of the draft letter for appointment Shri N R Bahulayan (Din : 00297057) as an Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.

Except Shri N R Bahulayan (Din : 00297057), 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

Shri James Vellanikaran (Din: 05011653) is an Additional Non-Executive Independent Director of the Company and has held the positions as such from August 31, 2018.

It is proposed to appoint Shri James Vellanikaran (Din : 05011653) 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 2022-2023.

The Company has received notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Shri James Vellanikaran (Din : 05011653) for the office of Directors of the Company.

The Company has also received declarations from Shri James Vellanikaran (Din : 05011653) that they meet with the criteria of independence as prescribed both under sub-Section (6) of Section 149 of the Act and as per provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. In the opinion of the Board, the Director fulfils the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

Brief resume of Shri James Vellanikkaran (Din: 05011653), 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.

Copy of the draft letter for appointment Shri James Vellanikkaran (Din : 05011653) as an Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.

Except Shri James Vellanikkaran (Din : 05011653), 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. 5 of the Notice for approval by the shareholders.

ITEM NO. 6

The Board of Directors at their meeting held on July 31, 2018, appointed Shri Cheruvathoor Kuriappan Appumon, (Din : 00135500) as an Additional Director in Executive capacity for a period of three years commencing from July 31, 2018 till July 30, 2021 subject to approval of the Members of the Company at the ensuing 76th Annual General Meeting. The remuneration payable to Shri Cheruvathoor Kuriappan Appumon, (Din: 00135500) is within the limits prescribed in Schedule V of the Companies Act, 2013. The terms and conditions of his appointment is set forth below:

Remuneration:

- (a) Considering the financial position of the Company no remuneration shall be paid to him for the time being. However, the Board reserves the right to consider the same in coming days according to their discretion.
- (b) No sitting fee shall be paid to him for attending any meeting of the Board of Directors or the Committee thereof.
- (c) However, he shall be entitled for re-imbusement of all the expenses incurred by him for the official work on actual basis.

- (d) He will be liable to retire by rotation from the directorship during the tenure of his appointment as Executive director.

Powers, Responsibilities and Duties:

He will enjoy all the powers of the Executive Director as entrusted by the law and shall be reporting to the Board of Directors of the Company for necessary guidance. He will be exercising all the rights, duties and responsibilities as deemed necessary for the affairs of the Company independently with full power and authority.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

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

ITEM NO. 7

The Board of Directors at their meeting held on July 31, 2018, appointed Shri Chanayil Gopalan Surendran, (Din : 00074631) as an Additional Director in Executive capacity for a period of three years commencing from July 31, 2018 till July 30, 2021 subject to approval of the Members of the Company at the ensuing 76th Annual General Meeting. The remuneration payable to Shri Chanayil Gopalan Surendran, (Din: 00074631) is within the limits prescribed in Schedule V of the Companies Act, 2013. The terms and conditions of his appointment is set forth below:

Remuneration:

- (a) Considering the financial position of the Company no remuneration shall be paid to him for the time being. However, the Board reserves the right to consider the same in coming days according to their discretion.
- (b) No sitting fee shall be paid to him for attending any meeting of the Board of Directors or the Committee thereof.
- (c) However, he shall be entitled for re-imbusement of all the expenses incurred by him for the official work on actual basis.

- (d) He will be liable to retire by rotation from the directorship during the tenure of his appointment as Executive director.

Powers, Responsibilities and Duties:

He will enjoy all the powers of the Executive Director as entrusted by the law and shall be reporting to the Board of Directors of the Company for necessary guidance. He will be exercising all the rights, duties and responsibilities as deemed necessary for the affairs of the Company independently with full power and authority.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

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

ITEM NO. 8

The Board of Directors at their meeting held on July 31, 2018, appointed Shri William Varghese ChunagathCheru, (Din : 00074708) as an Additional Director in Executive capacity for a period of three years commencing from July 31, 2018 till July 30, 2021 subject to approval of the Members of the Company at the ensuing 76th Annual General Meeting. The remuneration payable to Shri William Varghese ChunagathCheru, (Din: 00074708) is within the limits prescribed in Schedule V of the Companies Act, 2013. The terms and conditions of his appointment is set forth below:

Remuneration:

- (a) Considering the financial position of the Company no remuneration shall be paid to him for the time being. However, the Board reserves the right to consider the same in coming days according to their discretion.
- (b) No sitting fee shall be paid to him for attending any meeting of the Board of Directors or the Committee thereof.
- (c) However, he shall be entitled for re-imbusement of all the expenses incurred by him for the official work on actual basis.

- (d) He will be liable to retire by rotation from the directorship during the tenure of his appointment as Executive director.

Powers, Responsibilities and Duties:

He will enjoy all the powers of the Executive Director as entrusted by the law and shall be reporting to the Board of Directors of the Company for necessary guidance. He will be exercising all the rights, duties and responsibilities as deemed necessary for the affairs of the Company independently with full power and authority.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

The Board recommends the Ordinary Resolutions set out at Item Nos. 8 of the Notice for approval by the shareholders.

ITEM NO. 9

The Board of Directors at their meeting held on July 31, 2018, appointed Shri Kochumathew CJ, (Din : 02685057) as an Additional Director in Executive capacity for a period of three years commencing from July 31, 2018 till July 30, 2021 subject to approval of the Members of the Company at the ensuing 76th Annual General Meeting. The remuneration payable to Shri Kochumathew CJ, (Din: 02685057) is within the limits prescribed in Schedule V of the Companies Act, 2013. The terms and conditions of his appointment is set forth below:

Remuneration :

- (a) Considering the financial position of the Company no remuneration shall be paid to him for the time being. However, the Board reserves the right to consider the same in coming days according to their discretion.
- (b) No sitting fee shall be paid to him for attending any meeting of the Board of Directors or the Committee thereof.
- (c) However, he shall be entitled for re-imbursement of all the expenses incurred by him for the official work on actual basis.
- (d) He will be liable to retire by rotation from the directorship during the tenure of his appointment as Executive director.

Powers, Responsibilities and Duties :

He will enjoy all the powers of the Executive Director as entrusted by the law and shall be reporting to the Board of Directors of the Company for necessary guidance. He will be exercising all the rights, duties and responsibilities as deemed necessary for the affairs of the Company independently with full power and authority.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

The Board recommends the Ordinary Resolutions set out at Item Nos. 9 of the Notice for approval by the shareholders.

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

Registered Office :

"Nigam Centre", 155 Lenin Sarani, Room No.108,
1st Floor, Kolkata – 700 013

Dated : September 05, 2018

**Sd/-
Varsha Dhandharia
Company Secretary**

ACS - 42836

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	Shri Mathew Jose	Shri N R Bahulayan	Shri James Vellankkaran	Shri Cheruvathoor Kuriappan Appumun	Shri Chanayil Gopalan Surendran	Shri William Varghese ChunagathCheru	Shri Kochumathew CJ	Shri Pankaj Kumar Kanodia
Date of Birth	17/11/1946	11/05/1948	30/11/1954	31/05/1971	13/11/1957	23/10/1953	05/05/1948	16/10/1984
Date of Appointment	31/08/2018	31/08/2018	31/08/2018	31/08/2018	31/08/2018	31/08/2018	31/08/2018	17/11/2014
Qualification	B.Sc.	Fellow Company Secretary(FCS) B.Com (Hons)	PhD, MBA, CAIB, PGDGC,DCM	Under Graduate	Graduate	Under Graduate	Under Graduate	B.Com
Expertise in specific functional areas	Banking industry 31 years in managerial roles. Banking Overseas exposures in Hongkong as Chief Executive & Executive Director	More than 30 year's experience in management /senior management positions in premier public sector/private sector Companies. Company Secretary in leading Companies/ NBFC.	Banking industry - 30 years in managerial roles. Global HR head in a MNC, Dubai - 3 years. Visiting Faculty in leading management institute in Kerala.	Around 28 Years of experience in Financial service industry	Around 29 Years in Financial Services	Around 37 Years of experience in Financial service industry	Around 21 years of Experience in Financial service industry	Wide managerial and administrative experience.

List of other Companies in which Directorship held as on March 31, 2018.	Amalgam Acquaculture Applications Ltd-Director International Creative Foods Limited-Director Amalgam Foods Limited-Director Amalgam Nutrients & Feeds Limited-Director Accelerated Freeze Drying Co Limited-Director B R D Car World Additional Director Furtex Exports Private Limited-Additional Director Jeevodayam Kuries Private Limited-Director BRD Securities-Additional Director	B R D Finance Limited – Additional Director B R D Finance Limited-Independent Director Ernad Nidhi Limited – Director BRD Securities Ltd.- Additional Director (Independent Director)	B R D Motors Limited- Additional Director B R D Finance Limited - Managing Director S M L Finance Limited – Director Sangeeth Nidhi Limited – Director BRD Kuries (India) Limited- Director BRD Chits Limited-Director BRD Securities Ltd-Director	B R D Developers And Builders Limited- Director B R D Car World Limited - Managing Director S M L Finance Limited – Director Sangeeth Nidhi Limited – Director BRD Kuries (India) Limited- Director BRD Chits Limited-Director BRD Securities Ltd-Director	Kalpaka Polymers And Exports Limited- Managing Director B R D Developers And Builders Limited – Director Sisco Kuries And Loans Ltd- Director Sharewealth Kuries (India) Limited – Director Sharewealth Chits Limited – Director BRD Securities Ltd – Director Sharewealth Securities Limited – Director Sharewealth Commodities Private Limited- Director	B R D Developers And Builders Limited- Director B R D Motors Limited – Director B R D Car World Limited – Director Vanchinad Finance Private Limited – Director B R D Finance Limited – Director S M L Finance Limited- Managing Director Sangeeth Nidhi Limited- Director BRD Kuries (India) Limited- Director BRD Chits Limited-Director BRD Securities Ltd – Managing Director Yuvasakthi Trades LLP- Individual Partner Ayur Bethaniya LLP – Designated Partner	Kalpaka Polymers And Exports Limited- Managing Director B R D Developers And Builders Limited – Director Sisco Kuries And Loans Ltd- Director Sharewealth Kuries (India) Limited – Director Sharewealth Chits Limited – Director BRD Securities Ltd – Director Sharewealth Securities Limited – Director Sharewealth Commodities Private Limited- Director	None	None
Chairman/Member of the Committees of the Board of other Companies on which he/she is a	None	None	None	None	None	None	None	None	None

Director as on March 31, 2018.	None	None	None	None	None	None	None	None	None
Relationship with other Directors and Key Managerial Personnel.	None	None	None	None	None	None	None	None	None
Meetings of the Board attended during the year	2	2	2	2	2	2	2	2	17
Terms & conditions of Appointment / Re-appointment.	Re-appointment as a Non-Executive Independent Director for five years till the conclusion of Annual General Meeting to be held on the financial year 2022-23."	Re-appointment as a Non-Executive Independent Director for five years till the conclusion of Annual General Meeting to be held on the financial year 2022-23."	Re-appointment as a Non-Executive Independent Director for five years till the conclusion of Annual General Meeting to be held on the financial year 2022-23."	Re-appointment as a Non-Executive Independent Director for five years till the conclusion of Annual General Meeting to be held on the financial year 2022-23."	Re-appointment as a Non-Executive Independent Director for five years till the conclusion of Annual General Meeting to be held on the financial year 2022-23."	Re-appointment as a Non-Executive Independent Director for five years till the conclusion of Annual General Meeting to be held on the financial year 2022-23."	Re-appointment as a Non-Executive Independent Director for five years till the conclusion of Annual General Meeting to be held on the financial year 2022-23."	Re-appointment as a Non-Executive Independent Director for five years till the conclusion of Annual General Meeting to be held on the financial year 2022-23."	Re-appointment as a Non-Executive Independent Director for five years till the conclusion of Annual General Meeting to be held on the financial year 2022-23."
Details of Remuneration sought to be paid	Only sitting fees attending Board and Committee Meetings	Only sitting fees attending Board and Committee Meetings	Only sitting fees attending Board and Committee Meetings	Only sitting fees attending Board and Committee Meetings	Only sitting fees attending Board and Committee Meetings	Only sitting fees attending Board and Committee Meetings	Only sitting fees attending Board and Committee Meetings	Only sitting fees attending Board and Committee Meetings	Salary of Rs. 15,000/- per month (a) and reimbursement of all the expenses incurred by him for the official work on actual basis.
Last Remuneration	Only sitting fees attending Board and Committee Meetings	Only sitting fees attending Board and Committee Meetings	Only sitting fees attending Board and Committee Meetings	Only sitting fees attending Board and Committee Meetings	Only sitting fees attending Board and Committee Meetings	Only sitting fees attending Board and Committee Meetings	Only sitting fees attending Board and Committee Meetings	Only sitting fees attending Board and Committee Meetings	Salary of Rs. 15,000/- per month.

No. of Equity Shares held in the Company	be paid to him for the time being.	be paid to him for the time being.	be paid to him for the time being.	be paid to him for the time being.
Nil	Nil	Nil	Nil	Nil

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

Registered Office :

**"Nigam Centre", 155 Lenin Sarani, Room No.108,
1st Floor, Kolkata – 700 013**

**Sd/-
Varsha Dhandharia
Company Secretary
ACS - 42836**

Dated : September 05, 2018

DIRECTORS REPORT**Dear Shareholders,**

Your Directors have pleasure in presenting their Seventy-Sixth Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended March 31, 2018.

Financial Highlights

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

(Amount in Rupees)

Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017
Turnover	34,25,037	295,60,031
Profit/(Loss) before taxation	(6,56,083)	72,153
Less: Tax Expense	-	22,295
Profit/(Loss) after tax	(6,56,083)	49,858
Add: Balance B/F from the previous year	(89,338)	(1,39,196)
Balance Profit / (Loss) C/F to the next year	(7,45,421)	(89,338)

Note : The above mentioned figures in the Financial Highlight is based on the Report of Standalone Balance Sheet as the Company is not required to prepare consolidated Balance Sheet as the Company has transferred the management of its subsidiary Company.

Listing of Equity Shares

The Company Equity Shares are listed on The Calcutta Stock Exchange Limited and The Bombay Stock Exchange Limited.

Review of Operations

During the year under review the Company has recorded a turnover of Rs. 34, 25,037/- as compared to Rs. 295,60,031/- in the previous year. The Company has recorded a net loss of Rs. (6, 56,083)/- as previous year net profit was Rs. 49,858/-.

Share Capital

The Company has 30,800,000/- Equity Share Capital for the Financial Year ended March 31, 2018. The Paid-up-share capital of the Company has increased from 11,000,000/- to 30,800,000/- after allotment of Bonus shares in the ratio of 9 (Nine) Bonus Equity Shares of Rs. 10/- each for every 5 (Five) existing equity shares of Rs 10/- to the existing shareholders of the Company.

Dividends

In view of losses during the year, your Directors have not recommend any dividend on Equity Shares for the year under review.

Statutory Reserve Fund

The Company has not transferred any fund to Statutory Reserve fund during the financial year 2017-18.

Number of meeting of Board of Directors

During the Financial Year 2017-18 Seventeen meetings of the Board of Directors were held. The Provisions of Companies Act, 2013 and Listing Obligations and Disclosure Requirements (LODR) were adhered to while considering the maximum time gap between any two meetings was less than one hundred and twenty days. Details of the Board

meetings held during the financial year have been furnished in the Corporate Governance Report forming part of this Annual Report. The date on which the Board Meetings were held are given below :

10.04.2017	14.08.2017	21.09.2017	14.12.2017	19.03.2018
29.05.2017	16.08.20107	27.09.2017	26.12.2017	
24.06.2017	28.08.2017	25.10.2017	18.01.2018	
13.07.2017	30.08.2017	20.11.2017	14.02.2018	

Meeting of Independent Directors

During the year under review, a separate meeting of Independent Directors was held on March 19, 2018 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 Audit Committee presently comprises of Shri Santanu Sen, Chairman, Shri Pankaj Kumar Kanodia and Kumari Kritika Rupda as Members. The terms of reference of the Audit Committee and the particulars of the meetings held and attendance thereat are in accordance with the requirements mandated under Section 177 of the Companies Act, 2013 read with the rules made thereunder and Regulation 18 of SEBI (LODR) Regulations, 2015 has been furnished in the Corporate Governance Report forming a part of this Annual Report. There has been no instance where the Board has not accepted the recommendations of the Audit Committee.

Nomination & Remuneration Committee :

The Nomination & Remuneration Committee presently comprises of Kumari Kritika Rupda, Chairman, Shri Badri Prasad Singhania, and Shri Santanu Sen as Members. The terms of reference of the Nomination & Remuneration Committee and the particulars of the meetings held and attendance thereat are in accordance with the requirements mandated under Section 178 (1) of the Companies Act, 2013 read with the rules made thereunder and Regulation 19 of SEBI (LODR) Regulations, 2015 has been furnished in the Corporate Governance Report forming a part of this Annual Report.

Stakeholders Relationship Committee :

The Stakeholders Relationship Committee presently comprises of Shri Santanu Sen, Chairman, Shri Pankaj Kumar Kanodia and Kumari Kritika Rupda as Members. The terms of reference of the Stakeholders Relationship Committee and the particulars of the meetings held and attendance thereat are in accordance with the requirements mandated under Section 178 (5) of the Companies Act, 2013 read with the rules made thereunder and Regulation 20 of SEBI (LODR) Regulations, 2015 has been furnished in the Corporate Governance Report forming a part of this Annual Report.

State of the Company's Affairs

The Company is engaged in the business of Investing and Trading in Textile & Clothing.

Change in Management

Pursuant to the Share purchase Agreement and the applicable SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 the public announcement was being made by the acquirer on dated July 16, 2018, subsequently there was a change in management on July 31, 2018.

Change in the nature of Business, if any

There was no change in the nature of business of the Company during the financial year ended March 31, 2018.

Material Changes and Commitments affecting financial position of the Company occurring after Balance Sheet date

There were no material changes and commitments in the business operations of the Company affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this 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 the Annual Return in Form No. MGT-9 pursuant to the provisions of Section 92 of the Companies Act, 2013 and Rule 12 of the Companies (Management & Administration) Rules, 2014 is annexed hereto as **Annexure – II** and forms part of Director Report.

Loans, Guarantees and Investments

During the Financial year the Company has made Loan, Guarantees, Advances & Investment within the limits as prescribed under Section 186 of the Companies Act, 2013.

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 Independent Director

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

- Shri Badri Prasad Singhania (Din: 01956791) as a Non –Executive Independent Director W.e.f August 24, 2017.
- Shri Santanu Sen (Din: 07020142) as a Non –Executive Independent Director w.e.f November 20, 2017.
- Kumari Kritika Rupda (Din: 07920553) as a Non –Executive Independent Director w.e.f August 28, 2017.
- Shri Rajesh Narayan Pillai as a Non-Executive Independent Director w.e.f November 20, 2017.
- Shri Thandassery Balachandran Ramakrishnan, Executive Director w.e.f November 20, 2017.

b) Cessation in Directorship during the Year

- Smt. Rima Chandra has resigned from the Board as a Non –Executive Independent Director w.e.f August 28, 2017.
- Pursuant to Section 167 (1)(b) of the Companies Act, 2013 the office of the Pawan Kumar Sovasaria , Whole-time Director stand as vacated as he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board.
- Shri Rajesh Narayan Pillai, Non-Executive Independent Director has resigned from the Board w.e.f November 20, 2017.
- Shri Thandassery Balachandran Ramakrishnan, Executive Director has resigned from the Board w.e.f November 20, 2017.

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

Your Company has received declarations from all the Independent Directors 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) Retirement by Rotation

During the financial year 2017-18, the Company has three Non-Executive Independent Directors and one Managing Director. According to Companies Act, 2013 Independent Director is not liable to retire by rotation and Shri Pankaj Kumar Kanodia (Din: 07020952) is liable to retire by rotation and being eligible, offers himself for re-appointment. The Board recommends his re-appointment with a view to avail his valuable advises and wise counsel.

A brief profile of the Director seeking appointment / re-appointment required under Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is given in the Notice of AGM forming part of the Annual Report.

None of the Directors of the Company are disqualified for being appointed as Directors, as specified in Section 164 (2) of the Companies Act, 2013 and Rule 14 (1) of the Companies (Appointment & Qualification of Directors) Rules, 2014.

e) Key Managerial Personnel :

The Board of Directors of the Company had appointed Kumari Varsha Dhandharia as Company Secretary/ Compliance Officer of the Company with effect from 11th July, 2016 to look after the compliances of the Company. Shri Pankaj Kanodia, Managing Director cum Chief Financial Officer & Kumari Varsha Dhandharia, Company Secretary of the Company are the Whole-time Key Managerial Personnel of the Company as per Section 203 of the Companies Act, 2013.

f) 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.

Formal Annual Evaluation :

Pursuant to the requirements of the Companies Act, 2013 and the SEBI Listing Regulations, evaluation of each member of the Board is done on an annual basis. One of the vital function of the Board is monitoring and reviewing the Board evaluation framework formulated by the Nomination and Remuneration Committee that lay down the evaluation criteria for the performance of all the individual Directors Board and its Committees was carried out. In accordance with the provisions of Companies Act, 2013 read with the rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the and its committees; Board culture, execution and performance of specific duties, obligations and governance.

a) Criteria for evaluation of the Board of Directors as a whole

- i. Frequency of meetings;
- ii. Length of meetings;
- iii. Administration of meeting;
- iv. Number of Committees and their roles;
- v. Flow of information to Board members and between Board members
- vi. The quality and quantity of information; and
- vii. Disclosure of information to the stakeholders.

b) Criteria for evaluation of individual Directors

- i. Commitment to fulfillment of Director's obligations and fiduciary responsibilities;
- ii. Attendance and contribution at Board/Committee meetings;
- iii. Ability to contribute by introducing best practices to address top management issues;
- iv. Monitoring management performance and development;
- v. Participation in long-term strategic planning
- vi. Ability to contribute and monitor corporate governance practices;
- vii. Statutory compliance & Corporate governance practices;
- viii. Time spent by each of the members;
- ix. Core competencies; and
- x. Guiding Strategy.

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, 2018.

Change of Registered Office:

The Registered Office of the Company has changed from 1/A Fakir Dey Lane, 1st Floor, Bowbazar, Kolkata – 700 012 to “Nigam Centre”, 155 Lenin Sarani, Room No.108, 1st Floor, Kolkata – 700 -013 on October 01, 2017.

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.

Disclosures pertaining to Remuneration and Statement showing the names of top ten employees in terms of remuneration drawn, as required under Section 197(12) of the Act and Rule 5(2) & 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (as amended) is not applicable to the Company.

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.anubhavinfrastucture.com.

Internal Financial Control Systems :

1. The Company has appointed Internal Auditors 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 Auditors 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.

Whistle Blower Policy/ Vigil Mechanism :

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 The Whistle Blower Policy 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 an allows direct access to the Chairman of the Audit Committee in exceptional cases.

Corporate Governance :

A report on Corporate Governance of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for the Financial Year ended March 31, 2018 along with the Auditors Certificate from the Practicing Company Secretaries on its compliance are annexed to this Annual Report.

CEO/CFO Certification :

The CEO/CFO Certificate on the financial statements of the Company as required under Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 forms part of this Annual Report.

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 Auditors 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 re-appointed M/s. V.K. Singhania & Associates. as the Internal Auditor of the Company to carry out the internal auditor of the functions and activities of the Company.

c) Secretarial Auditor :

Pursuant to Section 204 of the Companies Act, 2013 of the Company has appointed Shri Sourav Kedia (C.P No. 40951), Practicing Company Secretaries to conduct the secretarial audit of the Company for the financial year 2017-18. The Company had provided all assistance and facilities to the Secretarial Auditor for conducting their audit. The report of the Secretarial Auditor for the financial year 2017-18 is annexed to this report **Annexure- I (MR-3)**.

There are no qualifications or adverse remarks in their Report.

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, 2018.

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 2017-18. 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 February 13, 2017. The said policy is furnished as **Annexure-VI** And forms part of this report and also can be accessed at the Company's website at www.anubhavininfrastructure.com

Human Resources

The Company believes in best HR practices by providing its employees a world class working environment, giving them equal opportunities to rise and grow. We continue to implement the best of HR policies so as to ensure that talent retention is ensured at all levels. Employee relations continued to be cordial and harmonious at all levels and in all divisions of the Company during the year. Presently your Company does not have any employee falling within the scope of Section 217 (2A) of the Companies Act 1956 read with companies (particulars of the Employees) rules, 1975.

Health, Safety and Environmental Protection :

Your Company has complied with all applicable laws. The Company has been complying with relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.

Details of Significant and Material Orders passed by the Regulators, Courts and Tribunals impacting the going concern status and Company's operation in future :

There are no significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operation in future.

Compliance with Secretarial Standards on Board and General Meetings :

During the Financial Year, your Company has complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

Implementation of IND-AS :

Your Company has adopted IND-AS during the year retrospectively from April 01, 2016 pursuant to a notification dated February 16, 2015, issued by the Ministry of Corporate Affairs, notifying the Companies (Indian Accounting Standard) Rules, 2015. Your Company has published IND-AS Financials for the year ended March 31, 2018 along with comparable as on March 31, 2017 and Opening Statement of Assets and Liabilities as on April 01, 2016. Your Company has shared all four quarters re-stated Ind-AS Profit and Loss Statement with investors along with quarterly results for comparison.

Compliance with Secretarial Standards on Board and General Meeting :

During the Financial Year, your Company has complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

General Disclosures :

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review :

- i. Your Company has not resorted to any buy back of its Equity Shares during the year under review; and
- ii. Your Company does not have any subsidiaries;

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/-

Santanu Sen
Director
Din : 07020142

Place : Kolkata

Date : July 31, 2018

ANNEXURE – I

FORM No. MR - 3

Secretarial Audit Report

For the Financial Year ended March 31, 2018

[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)
"Nigam Centre", 155 Lenin Sarani,
Room No. 108, 1st Floor
Kolkata – 700 013

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the 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, 2018 ('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, 2018 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; **(Applicable to the Company during the Audit Period and all the compliances are done accordingly)**
- (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, 2009 (SEBI (ICDR) Regulations, 2009);- **(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 (herewith referred as Listing Regulations) – Notified with effect from December 1, 2015 **(Applicable to the Company during the Audit Period and all the compliances are done accordingly)**

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. The Changes in the composition of the Board is mentioned hereunder:-

- Smt. Rima Chandra has resigned from the Board as a Non –Executive Independent Director w.e.f August 28, 2017.
- Kumari Kritika Rupda has been appointed as a Non –Executive Independent Director w.e.f August 28, 2017.
- Shri Badri Prasad Singhania has been appointed as a Non –Executive Independent Director w.e.f August 24, 2017.
- Shri Santanu Sen has been appointed as a Non –Executive Independent Director w.e.f November 20, 2017.
- Pursuant to Section 167 (1)(b) of the Companies Act, 2013 the office of the Pawan Kumar Sovasaria , Whole-time Director standas vacated as he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board.

The Company has approved, recommended and allotted Fully Paid Equity (Bonus) Shares in the ratio of 9 (Nine) Bonus Equity Shares of Rs. 10/- each for every 5 (Five) existing equity shares of Rs 10/- to the existing shareholders of the Company.

The Paid-up-share capital of the Company has increased from 11,000,000/- to 30,800,000/- after allotment of Bonus shares.

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.

None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

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.

Place : Kolkata
Date : July 31, 2018

Sd/-
SOURAV KEDIA
(Practicing Company Secretary)
ACS: 40951
C.P. No: 15259

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

'ANNEXURE A'

To
The Members
RAJPUTANA INVESTMENT & FINANCE LIMITED
(CIN - L65929WB1941PLC010731)
"Nigam Centre", 155 Lenin Sarani,
Room No. 108, 1st Floor
Kolkata – 700 013

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.

Sd/-

Sourav Kedia

(Practicing Company Secretary)

ACS : 40951

C.P. No : 15259

Place : Kolkata

Date : July 31, 2018

ANNEXURE- II
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As On Financial Year Ended on 31.03.2018

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	Nigam Centre 155, Lenin Sarani, Room No.108, 1st Floor Kolkata - 700 013
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

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	Wholesale of Textiles & Clothing	4641	100%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES :

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

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity) :

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	
A Promoters									
1 <i>Indian</i>									
a Individual/HUF	27,650	-	27,650	2.51	5,07,420	-	5,07,420	16.47	13.96
b Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-
c Bodies Corporates	-	-	-	-	-	-	-	-	-
d Bank/FI	-	-	-	-	-	-	-	-	-
e Any other	-	-	-	-	-	-	-	-	-
SUB TOTAL : (A)(1)	27,650	-	27,650	2.51	5,07,420	-	5,07,420	16.47	13.96
2 <i>Foreign</i>									
a NRI- Individuals	-	-	-	-	-	-	-	-	-
b Other Individuals	-	-	-	-	-	-	-	-	-
c Bodies Corp.	-	-	-	-	-	-	-	-	-
d Banks/FI	-	-	-	-	-	-	-	-	-
e Any other...	-	-	-	-	-	-	-	-	-
SUB TOTAL : (A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	27,650	-	27,650	2.51	5,07,420	-	5,07,420	16.47	13.96
B PUBLIC SHAREHOLDING									
1 <i>Institutions</i>									
a Mutual Funds	-	-	-	-	-	-	-	-	-
b Banks/FI	-	-	-	-	-	-	-	-	-
c Central govt.	-	-	-	-	-	-	-	-	-
d State-Govt.	-	-	-	-	-	-	-	-	-
e Venture Capital Fund	-	-	-	-	-	-	-	-	-
f Insurance Companies	-	-	-	-	-	-	-	-	-
g FIIS	-	-	-	-	-	-	-	-	-
h Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i Others (specify)	-	-	-	-	-	-	-	-	-
SUB TOTAL : (B)(1)	-	-	-	-	-	-	-	-	-

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	10,00,000	60,010	10,60,010	96.36	10,76,179	-	10,76,179	34.94	(61.42)
ii) Overseas	-	-	-	-	-	-	-	-	-
b Individuals									
Individual shareholders									
i) holding nominal share capital upto Rs.1 lakhs	-	12,340	12,340	1.12	-	-	-	-	-
Individuals shareholders									
ii) holding nominal share capital in excess of Rs. 1 lakhs	-	-	-	-	14,62,143	34,258	14,96,401	48.58	-
c Others (specify)									
SUB TOTAL : (B)(2)	10,00,000	72,350	10,72,350	97.49	30,45,742	34,258	30,80,000	83.53	(13.96)
Total Public Shareholding (B)= (B)(1)+(B)(2)	10,00,000	72,350	10,72,350	97.49	30,45,742	34,258	30,80,000	83.53	(13.96)
Shares held by Custodian for GDRs & ADRs									
Grand Total : (A+B+C)	10,27,650	72,350	11,00,000	100.00	30,45,742	34,258	30,80,000	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	Sudarshan Prasad Singh	12,500	1.14	-	35,000	1.14	-	-
2	Santosh Kumar Singh	10,050	0.91	-	28,140	0.91	-	-
3	Sanjay Pradhan	5,100	0.46	-	14,280	0.46	-	-
4	Satish Singh	-	-	-	4,30,000	13.96	-	-
	Total	27,650	2.51	-	5,07,420	16.47	-	-

(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	Sudarshan Prasad Singh At the Beginning of the Year 01/04/2017 Bonus Shares At the End of the Year 31/03/2018	12,500 22,500 35,000	1.14 - 1.14	- - 35,000	- - 1.14
2	Santosh Singh At the Beginning of the Year 01/04/2017 Bonus Shares At the End of the Year 31/03/2018	10,050 18,090 28,140	0.91 - 0.91	- - 28,140	- - 0.91
3	Sanjay Pradhan At the Beginning of the Year 01/04/2017 Bonus Shares At the End of the Year 31/03/2018	5,100 9,180 14,280	0.46 - 0.46	- - 14,280	- - 0.46
4	Satish Singh At the Beginning of the Year 01/04/2017 Bonus Shares At the End of the Year 31/03/2018	- 4,30,000 4,30,000	- 13.96 13.96	- 4,30,000 4,30,000	- - 13.96

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

SI 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 01/04/2017	2,00,000	18.18	-	-
	Issue of bonus shares 30/08/2017	3,60,000	11.69	-	-
	Transfer -30/12/2017	(88,444)	(2.87)	-	-
	Transfer -31/03/2018	(51,228)	(1.66)	-	-
	At the End of the Year 31/03/2018	4,20,328	13.65	4,20,328	13.65
2	<u>Linkline Construction Private Limited</u>				
	At the Beginning of the Year 01/04/2017	2,00,000	18.18	-	-
	Issue of bonus shares 30/08/2017	3,60,000	11.69	-	-
	Transfer	(5,29,450)	(17.19)	-	-
	At the End of the Year 31/03/2018	30,550	0.99	30,550	0.99
3	<u>Manimudra Marketing Private Limited</u>				
	At the Beginning of the Year 01/04/2017	2,00,000	18.18	-	-
	Issue of bonus shares 30/08/2017	3,60,000	11.69	-	-
	At the End of the Year 31/03/2018	5,60,000	18.18	5,60,000	18.18
4	<u>Sidhant Financial Consultants Private Limited #</u>				
	At the Beginning of the Year 01/04/2017	2,00,000	18.18	-	-
	Transfer	(2,00,000)	(6.49)	-	-
	At the End of the Year 31/03/2018	-	-	-	-
5	<u>Silverpoint Infratech Limited #</u>				
	At the Beginning of the Year 01/04/2017	2,00,000	18.18	-	-
	Transfer	(2,00,000)	(6.49)	-	-
	At the End of the Year 31/03/2018	-	-	-	-
6	<u>Salitha Dhanendran *</u>				
	At the Beginning of the Year 01/04/2017	-	-	-	-
	Increase during the year	2,80,000	9.09	-	-
	At the End of the Year 31/03/2018	2,80,000	9.09	2,80,000	9.09
7	<u>Savitri Sultania *</u>				
	At the Beginning of the Year 01/04/2017	-	-	-	-
	Increase during the year	2,80,000	9.09	-	-
	Transfer - 30/12/2017	(4,000)	(0.13)	-	-
	At the End of the Year 31/03/2018	2,76,000	8.96	2,76,000	8.96
8	<u>William Verghese C C *</u>				
	At the Beginning of the Year 01/04/2017	-	-	-	-
	Transfer - 30/12/2017	600	0.02	-	-
	Transfer- 31/03/2018	1,00,000	3.25	-	-
	At the End of the Year 31/03/2018	1,00,600	3.27	1,00,600	3.27

9	<u>Kochumathew CJ *</u>				
	At the Beginning of the Year 01/04/2017				
	Increase during the year	1,00,000	3.25		
	At the End of the Year 31/03/2018	1,00,000	3.25	1,00,000	3.25
10	<u>Pijush Kundu*</u>				
	At the Beginning of the Year 01/04/2017				
	Transfer- 30/09/2017	1,29,500	4.20		
	Transfer - 30/12/2017	(33,009)	(1.07)		
	At the End of the Year 31/03/2018	96,491	3.13	96,491	3.13
11	<u>Nabarun Sinha Roy *</u>				
	At the Beginning of the Year 01/04/2017				
	Transfer - 30/09/2017	2	0.01		
	Transfer - 30/12/2017	10	0.03		
	Transfer-31/03/2018	83,368	2.71		
	At the End of the Year 31/03/2018	83,380	2.71	83,380	2.71
12	<u>Rashmi Basak*</u>				
	At the Beginning of the Year 01/04/2017				
	Transfer - 30/09/2017	3,026	0.10		
	Transfer -31/03/2018	73,860	2.40		
	At the End of the Year 31/03/2018	76,886	2.50	76,886	2.50
13	<u>GWM Industries Ltd #</u>				
	At the Beginning of the Year 01/04/2017	12,100	1.10		
	Increase/(Decrease) during the Year	(12,100)	(1.10)		
	At the End of the Year 31/03/2018				
14	<u>Brijbhoomi Farms & Construction Pvt.Ltd. #</u>				
	At the Beginning of the Year 01/04/2017	10,550	0.96		
	Increase/(Decrease) during the Year	(10,550)	(0.96)		
	At the End of the Year 31/03/2018				
15	<u>Shri Radha Madhav Farms and Construction (Cal) Pvt.Ltd. #</u>				
	At the Beginning of the Year 01/04/2017	10,000	0.91		
	Increase/(Decrease) during the Year	(10,000)	(0.91)		
	At the End of the Year 31/03/2018				
16	<u>Shreedhan Investment & Trading Pvt Ltd #</u>				
	At the Beginning of the Year 01/04/2017	10,000	0.91		
	Increase/(Decrease) during the Year	(10,000)	(0.91)		
	At the End of the Year 31/03/2018				
17	<u>Subhshree Farms & Construction (Pvt) Ltd #</u>				
	At the Beginning of the Year 01/04/2017	9,400	0.85		
	Increase/(Decrease) during the Year	(9,400)	(0.85)		
	At the End of the Year 31/03/2018				

* Not in the list of Top 10 shareholders as on 01/04/2017 The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2018.

Ceased to be in the list of Top 10 shareholders as on 31/03/2018. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2017.

(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
	At the Beginning of the Year	Nil	-	-	-
	At the End of the Year	Nil	-	-	-

V INDEBTEDNESS :

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

SI 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 :

SI.No	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
		Pankaj Kumar Kanodia (MD)	Pawan Kumar Sovasaria	
1	Gross salary			
a	Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	1,80,000	45,000	2,25,000
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	Commission :			
a	as % of profit	-	-	-
b	others (specify)	-	-	-
5	Others, please specify	-	-	-
	Total (A)	1,80,000	45,000	2,25,000

B. Remuneration to Other Directors :

Sl.No	Particulars of Remuneration	Name of the Directors			Total Amount
		Santanu Sen	Kritika Rupda	Badri Prasad Singhania	
1	Independent Directors				
a	Fee for attending board committee meetings	13,000	7,000	13,000	33,000
b	Commission	-	-	-	-
c	Others, please specify	-	-	-	-
	Total (1)	13,000	7,000	13,000	33,000
2	Other Non Executive Directors				
a	Fee for attending board committee meetings	-	-	-	-
b	Commission	-	-	-	-
c	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	13,000	7,000	13,000	33,000
	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				
a	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	1,44,000	-	1,44,000
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	Commission :				
a	as % of profit	-	-	-	-
b	others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	1,44,000	-	1,44,000

Note 1 : Pursuant to Section 167 (1)(b) of the Companies Act, 2013 the office of the Pawan Kumar Sovasaria , Whole-time Director stand as vacated as he absents himself from all the meetings of the Board of Directors held during a period of twelve months with or without seeking leave of absence of the Board.

Note 2. Smt. Rima Chandra, Non – Executive Director of the Company had resigned from the Board w.e.f August 28, 2017 had received Rs 5000/- Sitting fees for attending Board Meeting.

Note 3. Shri Badri Prasad Singhania had been appointed as a Non – Executive Independent Director w.e.f June 24, 2017.

Note 4 . Kumari Kritika Rupda had been appointed as a Non – Executive Independent Director of the Company w.e.f August 28, 2017.

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :

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 DEFAULT					
	Penalty	-	-	-	-	-
	Punishment	-	-	-	-	-
	Compounding	-	-	-	-	-

By Order of the Board

For Rajputana Investment & Finance Limited

Sd/-

Pankaj Kumar Kanodia
(Managing Director & CFO)

DIN : 07020952

Sd/-

Santanu Sen
(Director)

DIN : 07020142

Place : Kolkata

Date : July 31, 2018

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

Place : Kolkata
Date : July 31, 2018

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

Sd/-
Santanu Sen
(Director)
Din : 07020142

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 : July 31, 2018

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

Sd/-
Santanu Sen
(Director)
Din : 07020142

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) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18.

Sl. No.	Name of the Director	Designation	Ratio of the remuneration of each director to the median Remuneration of the employees.	Percentage Increase in remuneration
1.	Shri Pankaj Kumar Kanodia	Managing Director & CFO	5:4:1	Nil
2.	Kumari Varsha Dhandharia	Company Secretary	1:1:1	Nil

Note: Shri Santanu Sen, Shri Badri Prasad Singhania & Kumari Kritika Rupda are the Non- Executive Independent Directors and were paid sitting fees for attending the meetings.

- (ii) **The percentage of increase in the median remuneration of employees in the financial year :**

During the financial year there were no increase in the percentage of the median remuneration of employees.

- (iii) **The number of employees on the rolls of the Company:**

There are one permanent employees on the rolls of the Company.

- (iv) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration :**

There is no increase in the average salary of non- managerial employees and managerial employees as turnover of the Company decreases by 88.41% in the financial Year 2017-18 & net loss occurred (65, 6,083) for the same period. There is no exceptional circumstances in increase in managerial remuneration.

(v) The Key parameters for any variable component of remuneration availed by the Directors:

There is no variable component of remuneration avail by the directors.

(vi) Affirmation that the remuneration is as per the remuneration policy of the Company:

Remuneration paid during the year ended March 31, 2018 is as per the Remuneration Policy of the Company.

Note 1: This Annexure is from the Period April 1, 2017 to March 31, 2018.

Note 2: Smt. Rima Chandra, Non – Executive Director of the Company had resigned from the Board w.e.f August 28, 2017.

Note 3: Shri Badri Prasad Singhania had been appointed as a Non – Executive Independent Director w.e.f June 24, 2017.

Note 4 : Kumari Kritika Rupda had been appointed as a Non – Executive Independent Director of the Company w.e.f August 28, 2017.

By Order of the Board

For Rajputana Investment & Finance Limited

Sd/-

Pankaj Kumar Kanodia

(Managing Director & CFO)

DIN: 07020952

Sd/-

Santanu Sen

(Director)

DIN: 07020142

Place : Kolkata

Date : July 31, 2018

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 13th Feb, 2017. 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.

Definitions :

1. **"Act"** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
2. **"Board"** means Board of Directors of the Company.
3. **"Directors"** mean Directors of the Company.
4. **"Key Managerial Personnel"** means
 - a) Chief Executive Officer or the Managing Director or the Manager;
 - b) Whole-time director;
 - c) Chief Financial Officer;
 - d) Company Secretary; and
 - e) Such other officer as may be prescribed.
5. **"Committee"** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
6. **"Company"** means **"Rajputana Investment & Finance Limited"**.
7. **"Managerial Personnel"** means Managerial Personnel or Persons, applicable under section 196 and other applicable provisions of the Companies Act, 2013.
8. **"Independent Director"** means a Director referred to in Section 149 (6) of the Companies Act, 2013.
9. **"Senior Management"** mean personnel of the company who are members of its core management team excluding Board of Directors.

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. Ms. Kritika Rupda, Chairman (Independent /Non-Executive Director)
- ii. Mr. Badri Prasad Singhanian, Member (Independent /Non-Executive Director)
- iii. Mr. Santanu Sen, 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 must be minuted 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 a 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
- Textile Outlook
- 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/- and Paid-up Capital is Rs. 30,800,000/-.

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.

Indian Textile Industry has an overwhelming presence in the economic life of the country. Therefore, in the Financial Year 2017-18 our Company has diversified and entered into the business of Trading in Textile & Clothing as it provides one of the basic necessities of life and also plays a pivotal role through its contribution to industrial output, employment generation and export earnings of the Country.

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 .

TEXTILE OUTLOOK :

The Indian textile industry is expected to grow very strongly. Domestic demand is expected to grow strongly with the revival of overall economy and profits of the Company. The raw materials cost in absolute terms has increased as compared to the previous year. In addition, favourable government policies to boost investor confidence are increasing investment in organized retail. The government positive steps are expected to help this shift in textile retail materializes, the consumption of the textile products in the domestic markets should increase in the years to come. The overall consumption growth story of India, driven by favourable demographic trends and rising income level is expected to continue gain momentum. The company with the view of generating more revenues in future and to expand the business, has diversified and explored a new avenue through trading in textile & clothing items.

FINANCIAL AND OPERATIONAL PERFORMANCE :

S. No.	Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017
1	Turnover	3,425,037	29,560,031
2	Profit/(Loss) before Taxation	(656,083)	72,153
3	Less: Tax Expense	-	22,295
4	Profit/(Loss) after Tax	(656,083)	49,858
5	Add: Balance B/F from the previous year	(89,338)	(139,196)
6	Balance Profit / (Loss) C/F to the next year	(745,421)	(89,338)

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.

Key Elements of the Internal Control Systems are as follows:

- (i) Existence of Authority Manuals and periodical updating of the same for all functions.
- (ii) Existence of clearly defined organizational structure and authority.
- (iii) Existence of corporate policies for Financial Reporting and Accounting.
- (iv) Existence of Management Information System updated from time to time as may be required.
- (v) Existence of Annual Budgets and Long Term Business Plans.
- (vi) Existence of Internal Audit System

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 : July 31, 2018

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

REPORT ON CORPORATE GOVERNANCE

STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Directors present the Company's Report on Corporate Governance as per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with Stock Exchanges.

Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense. The objective is to meet stakeholders' aspirations and societal expectations. Good governance practices stem from the dynamic culture and positive mindset of the organization. The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the management's higher echelons. The demands of Corporate Governance require professionals to raise their competence and capability levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics. It has thus become crucial to foster and sustain a culture that integrates all components of good governance by carefully balancing the complex inter-relationship among the Board of Directors.

BEST CORPORATE GOVERNANCE PRACTICES

Rajputana Investment & Finance Limited maintains the highest standards of Corporate Governance. It is the Company's constant endeavor to adopt the best Corporate Governance practices keeping in view the international codes of Corporate Governance and practices of well-known global companies. Some of the best implemented global governance norms include the following :

- The Company has a designated Lead Independent Director with a defined role.
- All securities related filings with Stock Exchanges and SEBI are reviewed every quarter by the Company's Stakeholders' Relationship Committee of Directors.
- The Company has independent Board Committees for matters related to Corporate Governance and stakeholders' interface and nomination of Board members.
- The Company's internal audit is also conducted by independent auditors.
- The Company also undergoes quarterly secretarial audit conducted by an independent Company secretary who is in whole-time practice. The quarterly secretarial audit reports are placed before the Board and the annual secretarial audit report placed before the Board, is included in the Annual Report.

BOARD OF DIRECTORS

Board Composition and Category of Directors :

The Composition of the Board of Directors of the Company from April 01, 2017 to March 31, 2018 was :

Sl.No.	Name of the Director	Designation	Category
1.	Shri Pankaj Kumar Kanodia	Managing Director	Executive Director
2.	Shri Santanu Sen	Director	Non- Executive & Independent Director
3.	Smt. Rima Chandra	Director	Non- Executive & Independent Director
4.	Shri Pawan Kumar Sovasaria	Whole-time Director	Executive Director
5.	Kumari Kritika Rupda	Director	Non- Executive & Independent Director
6	Shri Badri Prasad Singhania	Director	Non- Executive & Independent Director

- Shri Badri Prasad Singhania (Din: 01956791) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f June 24, 2017 and at the Annual General Meeting held on July 21, 2017 the members of the Company appointed Shri Badri Prasad Singhania (Din: 01956791) as a Non-Executive Independent Director for a terms of years of five years till the conclusion of Annual General Meeting to be held on the financial year 2021-22."

- Kumari Krtika Rupda (Din : 07920553) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f August 28, 2017.
- Smt. Rima Chandra (Din : 07537182), Non-Executive Independent Director has resigned from the Board of the Company w.e.f August 28, 2017.
- Shri Santanu Sen (Din : 07020142), Non-Executive Independent Director has resigned from the Board w.e.f September 27, 2017 and has was again appointed as an Additional Non-Executive Independent Director of the Company w.e.f November 20, 2017.
- Shri Rajesh Narayan Pillai, Non-Executive Independent Director has been appointed at the Board on September 27, 2017 and has resigned from the Board w.e.f November 20, 2017.
- Shri Thandassery Balachandran Ramakrishnan, Executive Director has been appointed at the Board on September 27, 2017 and has resigned from the Board w.e.f November 20, 2017.
- The Company has resigned Shri Pawan Kumar Sovasaria, (Din : 06563272) on July 31, 2018 from the Board pursuant to Section 167(1)(b) of the Companies Act, 2013 as he absents himself from all the meetings of the Board of Directors held during a period of twelve months (July 01, 2017 till date) with or without seeking leave of absence of the Board. So Board of Directors of the Company has resigned him.

The functioning of the Management is under the overall superintendence of the Board of Directors which provides strategic direction to cater to the exigencies of the Company's objectives and practices of governance by way of formulating or approving policies and procedures.

The agenda of the meeting are circulated well in advance to the Board members by comprehensive background information to enable them to take informed decisions. In addition to the information required under the Listing Regulations, the Board is also kept informed of major events/items and approvals are taken wherever necessary.

Attendance of Directors at Board Meeting, Last Annual General Meeting (AGM) & number of other Directorship and Chairmanship/Memberships of Committees of each Director in various Companies as on March 31, 2018.

Seventeen Board Meetings were held during the period 01.04.2017 to 31.03.2018. The dates on which the Board Meetings were held are as follows :

10th April, 2017	16th August, 2017	25th October, 2017
29th May, 2017	28th August, 2017	20th November, 2017
24th June, 2016	30th August, 2017	14th December, 2017
13th July, 2017	21st September, 2017	26th December, 2017
14th August, 2017	27th September, 2017	18th January, 2018
14th February, 2018	19th March, 2018	

- The Maximum time gap between any two Meetings was less than 120 days as stipulated under Regulation 17 of SEBI's (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- No Extraordinary General Meeting were held during the period 01.04.2017 to 31.03.2018.

Sl.No.	Name of the Director	Board Meeting Attended	Attended last AGM held on 21.07.2017 at Registered office	No. of Directorship in other Companies		No. of Membership in Committees of Directors in other companies
				Chairman	Director	
1.	Shri Pankaj Kumar Kanodia	17	Yes	-	-	-
2.	Shri Santanu Sen	15	Yes	-	4	-
3.	Smt. Rima Chandra	6	Yes	-	2	-
4.	Kumari Kritika Rupda	10	No	-	-	-
5.	Shri Pawan Kumar Sovasaria	2	No	-	-	-
6.	Shri Badri Prasad Singhania	14	No	-	1	-

- No resolution is being passed through Postal Ballot during this financial year.
- None of the Whole-time Directors are acting as Independent Directors in more than three listed companies. Besides, Independent Directors have been familiarized with their roles, rights and responsibilities through programmes undertaken in this regard.
- None of the Directors hold directorship in more than 20 companies including 10 public companies and private companies which are subsidiary or holding of public companies or is a Member of more than 10 Board-level Committees or Chairman of more than 5 such Committees as specified in SEBI (Listing Obligations & Disclosure Requirements) regulations, 2015, across all the companies in which he-she is a director.
- None of the non-whole-time Directors is acting as Independent Director in more than seven listed companies.
- None of the executive Director and non-executive Director holds any share of the Company. The Company has not issued any convertible instruments.

CODE OF CONDUCT

The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the employees and Non-executive Directors including Independent Directors. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the values of the Company viz. - Customer Value, Ownership Mind-set, Respect, Integrity, One Team and Excellence.

A copy of the Code has been put on the Company's website www.rajputanainvestment.com. The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually.

BOARD PROCEDURE

A tentative annual calendar of Board and committee Meeting is agreed upon at the beginning of the year. Additional Meetings are held, whenever necessary.

The agenda and notes on agenda are circulated to the Board Members in advance for facilitating meaningful and focused discussion at the Board Meeting. The Board Members, in consultation with the chairman may bring up any matter for consideration of the Board.

The Board periodically reviews compliance report of all laws applicable to the Company. Steps are taken by the Company to rectify or comply the instances of non-compliance, if any noticed.

ROLE OF THE COMPANY SECRETARY IN OVERALL GOVERNANCE PROCESS

The Company Secretary plays a key role in ensuring that the Board (including committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the Meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to Directors and to facilitate convening of Meetings. He interfaces between the management and regulatory authorities for governance matters.

BOARD COMMITTEES

The Board Committees have been constituted to review/deal with specific areas and activities, the relevant Committee is meant for. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles including roles mandated under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 which are to performed by members of the Committees' as part of good governance practice. The minutes of the meetings of all the Committees are placed before the Board for review. The Company Secretary acts as a Secretary of all the Committees.

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has three committees i.e. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of Meetings held during the financial year and the related attendance, are provided below :

AUDIT COMMITTEE

The composition, powers, role and terms of reference of the Audit Committee are in accordance with the requirements Mandated 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.
- ✓ Changes, if any, in accounting policies and practices and reasons for the same:

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.

Meeting Details

During the year the Committee had 6 Meetings i.e. on 29th May, 2017; 24th June, 2017; 14th August, 2017; 25th October, 2017; 14th December, 2017 & 14th February, 2018.

Composition, Name of Members and Attendance during the Year

Sl.No	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
1.	Shri Santanu Sen	Non-Executive & Independent Director	Chairman	6	6
2.	Shri Pankaj Kumar Kanodia	Managing Director	Member	6	6
3.	Kumari Kritika Rupda	Non-Executive & Independent Director	Member	6	3

- Kumari Kritika Rupda, (Din: 07920553), Non-Executive Independent Director is being appointed on the Board on August 28, 2018.
- The Chairman of the Audit Committee is an Independent Director and the Secretary of the Company acts as the Secretary to the Committee. Executives from different departments and Representative of Statutory Auditors/ Internal Auditors are invited to attend the Audit Committee Meeting where their reports are discussed.
- At the Annual General Meeting of the Company held on July 21, 2017, Shri Santanu Sen the Chairman of the Audit Committee was present.
- The Managing Directors, Chief Financial Officer and the Auditors of the Company also attended the Meetings of the Committees.
- All the Members of the Committee are financially literate and have financial management expertise.
- The Company Secretary of the Company is the Secretary to the Committee.
- The maximum gap between any two Meetings of the Audit Committee held during the year was not more than one hundred and twenty days complying with the Companies Act, 2013 and provisions of SEBI (LODR) regulations, 2015.

Internal Audit & Control :

M/s. V.K. Singhania & Associates, Chartered Accountants have conducted the Internal Audit for the period April 01, 2017 to September 30, 2017 and October 01, 2017 to March 31, 2018. The internal audit plan was approved by the Audit Committee. The reports and findings of the internal Auditor and the internal control system are periodically reviewed by the Audit Committee.

NOMINATION AND 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

Meeting Details

During the year the Committee had 4 Meetings i.e. on 24th June, 2017; 28th August, 2017; 27th September, 2017; and 20th November, 2018.

Composition, Name of Members and Attendance during the Year

Sl.No	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
1.	Kumari Kritika Rupda	Non-Executive & Independent Director	Chairman	4	2
2.	Shri Badri Prasad Singhania	Managing Director	Member	4	3
3.	Shri Santanu Sen	Non-Executive & Independent Director	Member	4	2

- The Company Secretary of the Company is the Secretary to the Committee.
- Shri Badri Prasad Singhania (Din: 01956791) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f June 24, 2017 and at the Annual General Meeting held on July 21, 2017 the members of the Company appointed Shri Badri Prasad Singhania (Din: 01956791) as a Non-Executive Independent Director for a terms of years of five years till the conclusion of Annual General Meeting to be held on the financial year 2021-22.”
- Kumari Krtika Rupda (Din : 07920553) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f August 28, 2017.
- Shri Santanu Sen (Din : 07020142), Non-Executive Independent Director has resigned from the Board w.e.f September 27, 2017 and has was again appointed as an Additional Non-Executive Independent Director of the Company w.e.f November 20, 2017.

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; and
- Qualification, experience and past track records.

Remuneration Policy

The success of the organization in achieving good performance and good governing practices depends on its ability to attract and retain individuals with requisite knowledge and excellence as executive and non-executive Directors.

The Nomination & Remuneration policy of the Company is attached as **Annexure-VI** to the Board's Report. The Policy is available on the website of the Company at www.anubhavinfrastucture.com.

Details of Remuneration to all Directors :

The details of remuneration paid to the Directors within the meaning of Section 197 of the Companies Act, 2013 for the year ended March 31, 2018 is given in MGT-9 which forms part of this Annual Report.

None of the Independent Directors are holding shares of the Company.

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.
- ✓ All other matters related to the shares.

Meeting Details

During the year the Committee had 4 Meetings i.e. on 24th June, 2017; 13th July, 2016; 25th October, 2017; & 18th January, 2018.

Composition, Name of Members and Attendance during the Year

Sl. No.	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
1.	Shri Santanu Sen	Non-Executive & Independent Director	Chairman	4	4
2.	Shri Pankaj Kumar Kanodia	Managing Director	Member	4	4
3.	Kumari Kritika Rupda	Non-Executive & Independent Director	Member	4	2

- The Company Secretary of the Company is the Secretary to the Committee.
- Kumari Krtika Rupda (Din : 07920553) has been appointed as an Additional Non-Executive Independent Director of the Company w.e.f August 28, 2017.

• **Detail of Complaints :**

- No. of shareholders' complaints pending as on April 01, 2017 : Nil
- No. of shareholders' complaints received during the Year : Nil
- No. of shareholders' complaints redressed during the Year : Nil
- No. of shareholders' complaints pending as on March 31, 2018 : Nil

- The Company has generally attended to the investors' grievances. Shareholders' request for transfer/transmission of equity shares were effected within 15 days from the date of receipt. There were no valid transfers pending for registration as of March 31, 2018.
- The Company obtains half yearly certificate from a Company Secretary in Practice confirming the issue of certificates for transfer, sub-division, consolidation etc., and submits a copy thereof to the Stock Exchanges in terms of Regulation 40 (9) of SEBI (LODR) Regulations, 2015. Further, the Compliance Certificate under Regulation 7 (3) of the SEBI (LODR) Regulations, 2015 confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent registered with the Board is also submitted to the Stock Exchange on a half year basis.

INDEPENDENT DIRECTORS MEETING

During the financial year ended March 31, 2018, one separate Meeting of the Independent Directors was held on March 19, 2018 which was attended by Kumari Kritika Rupda, Shri Santanu Sen & Shri Badri Prasad Singhania, to discuss, inter-alia :

- Review the performance of Non-Independent Directors and the Board as a whole;
- Review the performance of the Chairperson of the Company, taking into account the views of executive Directors and non-executive Directors;
- Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors attended the Meeting.

The evaluation of performance was done in accordance with the "Guidance Note on Board Evaluation" issued by the SEBI vide its circular dated January 05, 2017.

Familiarization Programme :

The Company at its various meetings held during the financial year 2017-18 had familiarized the Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business models of the Company etc. The Independent Directors have been provided with necessary documents, reports and internal policies to familiarize them with the Company's policies, procedures and practices.

PROCEDURE AT COMMITTEE MEETINGS

The Company's guidelines relating to Board Meetings are applicable to Committee Meetings as far as practicable. Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its function. Minutes of proceedings of Committee Meetings are circulated to the Directors and placed before Board Meetings for noting.

RECORDING MINUTES OF PROCEEDINGS AT BOARD AND COMMITTEE MEETINGS

The Company Secretary records minutes of proceedings of each Board and Committee Meeting. Draft minutes are circulated to Board/ Board Committee members for their comments. The minutes are entered in the Minutes Book within 30 days from the conclusion of the Meeting.

COMPLIANCE

The Company Secretary, while preparing the agenda, notes on agenda and minutes of the Meeting(s), is responsible for and is required to ensure adherence to all applicable laws and regulations, including the Companies Act, 1956/ Companies Act, 2013 read with rules issued thereunder, as applicable and the Secretarial Standards recommended by the Institute of Company Secretaries of India.

WHISTLE BLOWER POLICY

The Company has implemented Whistle Blower Policy by way of forming vigil Mechanism headed by the chairman of the Audit Committee as required under section 177 of the Companies Act, 2013 as per the provisions of the Companies Act, 2013 and Regulation 27 of SEBI (LODR) Regulations, 2015 which provides a channel to the employees and Directors to report to the management, concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or policy. The said policy may be referred to, at the Company's Website www.rajputanainvestment.com

BSE CORPORATE COMPLIANCE & LISTING CENTRE (THE LISTING CENTRE) :

BSE Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, among others are also filed electronically on the Listing Centre.

ANNUAL REPORT :

The Annual Report containing, inter alia, Audited Financial Statement, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report.

RELATED PARTY TRANSACTIONS

There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website www.rajputanainvestment.com

DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of the financial statement, the company has followed the Accounting Standards referred to in Section 133 of the Companies act 2013. The significant accounting policies which are consistently applied are set out in the notes to the Financial statements.

The Company has no subsidiary and hence there is no need to frame any policy for determining "material Subsidiary".

RISK MANAGEMENT

The Company has been addressing various risk impacting the Company and the policy of the Company on risk management is provided in the website www.rajputanainvestment.com.

SEBI PREVENTION OF INSIDER TRADING

The Board has in place a code of conduct in accordance with the provisions of SEBI (Prohibition of insider Trading) Regulations, 2015. The code, besides other relevant matters, prohibits an insider from dealing in the shares of the Company while in possession of unpublished price sensitive information in relation to the Company. All Directors, Senior Management Personnel, Key Managerial Personnel and other employees having access to price sensitive information are governed by this code.

During the time of declaration of Results and other material events, the trading window is closed as per the code. There have been no violation on this front.

SHARE TRANSFER SYSTEM

Share Transfer / De-materlisation / Re-materlisation are handled by professionally managed Registrar and Transfer Agents, appointed by the Company in terms of SEBI's direction for appointment of Common Agency for physical as well as demat shares. Share transfers in physical form are registered and returned within a period of 13-15 days from the date of receipt, in case documents are complete in all respects. The Share Transfer & Shareholders' / Investors' Grievance Committee meets at least every fortnight. A Certificate is being obtained from Company Secretary in Practice of half yearly Certificate of Compliance with the Share Transfer formalities and files a Certificate with BSE Limited. The share transfer process is reviewed by the said Committee.

Certificate of compliance under Regulation 40(10) of the Listing Regulations are filed with Stock Exchanges on half yearly basis.

DISCLOSURES

The Company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

Compliances, Rules & regulations as laid down by various statutory authorities has always been observed by the Company since such change over both in letter as well as in spirit.

The Board has obtained certificates/disclosures from key management personnel confirming they do not have any material financial and commercial interest in transactions with the Company at large.

- Details of Non-compliance by the Companies, penalties and strictures imposed on the Company by Stock Exchange or Securities & Exchange Board of India or any statutory authority, on any matter related to capital markets, during the last three years : **None.**
- Public, Rights and Other Issues : **The Company has allotted Bonus Shares on August 30, 2018.**
- Management & Discussion Analysis : This forms part of Directors' Report.
- Compliance Reports : The Board has noted and reviewed the compliance Reports from all functions pertaining to the respective laws applicable to them, which were placed before the Board at its meetings every quarter during the year under review.
- Code of Conduct : The Company has laid down a Code of Conduct for the members of the Board as well as for all employees of the Company. The Code has also been posted on the Company's website www.rajputanainvestment.com.

GENERAL BODY MEETING

The details of last three Annual General Meeting of the Company held are given below :

Financial Year	Location of the Meeting	Date	Time
2014 - 2015	18, Rabindra Sarani, Poddar Court, Gate No. 1, Room No. 502, 5th Floor, Kolkata – 700 001	18/09/2015	10:00 A.M
2015 - 2016	IG 6/2 Ganpati Vihar Aswini Nagar, Baguiati, Block - 2 , Kolkata - 700 159	28/09/2016	10:00 A.M
2016 - 2017	1/A Fakir Dey Lane, 1st floor, Bowbazar, Kolkata – 700 012	21/07/2017	11:00 A.M

- Special Resolutions were passed last year through Postal Ballot: No.
- Whether any Special Resolution is proposed to be passed through Postal Ballot this year: Currently, there is no proposal to pass any Special Resolution through Postal Ballot.

CEO/CFO CERTIFICATION

Shri Pankaj Kumar Kanodia, Managing Director & Kumari Varsha Dhandharia, Company Secretary have provided Compliance Certificate to the Board in accordance with Regulation 17 (8) read with Part B of Schedule II of SEBI (LODR) Regulations, 2015 for the financial year ended March 31, 2018.

MEANS OF COMMUNICATION

Quarterly, Half-yearly and Annual Results :

Quarterly, Half –yearly and Annual Financial Results as per the statutory requirement under Regulation 33 & 47 of the SEBI (LODR) Regulations, 2015 are published in the newspaper within the stipulated time as per the regulations of the Company. The financial results are also filed electronically with The Bombay Stock Exchange Limited and are also being sent to The Calcutta Stock Exchange Limited.

The results of the Company are also made available on the Company's website i.e. www.rajputanainvestment.com and on the official website of The Bombay Stock Exchange Ltd. (www.bseindia.com).

The Shareholding Pattern and Compliance Report on Corporate Governance as per SEBI (LODR) Regulations, 2015 are filed electronically with the BSE Limited and investor complaints are redressed through SEBI Complaints Redress System (SCORES).

Annual Report in respect of each financial year are mailed to all shareholders in August/September of each calendar year. Each Report contains the annual accounts of the Company in respect of the financial year with the Directors' and Auditors' Reports. Also included in each Annual Report the Notice convening the Annual General Meeting, the financial year's Corporate Governance Report and the cash flow statement together with the corresponding reports of the auditors.

REGISTRARS AND SHARE TRANSFER AGENTS :

Shareholders may contact the Company's Registrar and Share Transfer Agent (for both physical and demat segments) at the following address for any assistance regarding dematerialization of shares, share transfers, transmission, change of address, non-receipt of annual report and any other query relating to the shares of the Company :

Maheshwari Datamatics Private Limited
23 R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001
Telephone No: (033) 2243-5809 / 2248-2248
E- mail : mdpldc@yahoo.com

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant.

- Dematerialization of Shares : The Company's shares are available for dematerialization with the depository Central Depository Services (India) Limited (CDSL). As on March 31, 2018, 18,13,232/- equity shares representing 58.87% and 12,32,510/- equity shares representing 40.02 % of the total paid up share capital were held in dematerialized form with CDSL and NSDL.

- Outstanding GDRs / ADRs / warrants or any convertible instruments, conversion dates and likely impact on equity : Not applicable.

NAME, DESIGNATION AND ADDRESS OF COMPLIANCE OFFICER

Kumari Varsha Dhandharia
Company Secretary and Compliance officer

Nigam Centre 155, Lenin Sarani,

Room No.108, 1st Floor

Kolkata -700 013

E-mail :- info@rajputanainvestment.com

Notes :

The Company has designated an E-mail ID exclusively for registering complaints by investors and investors can reach the Company at info@rajputanainvestment.com.

GENERAL SHAREHOLDING INFORMATION

Annual General Meeting	29.09.2018
Financial year	31.03.2018
Book Closure Date	24.09.2018 to 29.09.2018
Registered Office	"Nigam Centre" 155, Lenin Sarani, Room No.108, 1st Floor Kolkata – 700 013
Equity Shares Listed on BSE	13-04-2015
Equity Shares Listed on CSE	31-12-1969
Scrip ID/Code OF BSE/CSE	539090/ 28089
ISIN Number	INE751R01014
Stock Exchanges where securities are listed.	<p>Bombay Stock Exchange Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001</p> <p>The Calcutta Stock Exchange Limited (CSE) 7, Lyons Range, Kolkata – 700 001</p>

- ✓ The Annual listing fees for equity shares has been paid to the aforesaid Stock Exchanges for the financial year 2018-19.

COMPANY'S CORPORATE WEBSITE

The Company's website is a comprehensive reference on Rajputana Investment & Finance Limited. Corporate Information, Projects and Financials, Board of Directors, Shareholding Pattern and Corporate Governance. The Section on 'Investor Information' serves to inform the shareholders, by giving complete financial details, shareholding patterns. Corporate benefits, information relating to Registrar & Transfer agents and the Compliance Officer etc.

POSTAL BALLOT

During the year under review, no resolution was passed through Postal Ballot.

SPECIAL RESOLUTION

At the forthcoming Annual general Meeting, there is a resolution proposed to be approved by Shareholders.

GREEN INITIATIVE IN THE CORPORATE GOVERNANCE

As part of the green initiative process, the Company has taken an initiative of sending documents like notice of calling Annual General Meeting, Corporate Governance, Directors Report, Audited Financial Statements, Auditors Report etc., by email. Physical copies are sent only to those shareholders whose email addresses are not registered with the Company. Shareholders are requested to register their email id with Registrar and Share Transfer Agent/concerned depository.

FINANCIAL CALENDAR (TENTATIVE AND SUBJECT TO CHANGE)

The Financial Year of the Company is April to March.

Particulars	Tentative Period 1st April, 2017 to 31st March , 2018
Financial reporting for the quarter ending June 30, 2017	Within 45 days of the end of Quarter.
Financial reporting for the quarter ending September 30, 2017	
Financial reporting for the quarter ending December 31, 2017	
Financial reporting for the quarter ending March 31, 2018	Within 60 days of end of Quarter
Annual General Meeting for the year ending 31st March, 2018	Last week of September 2018

DISTRIBUTION OF SHAREHOLDINGS AS ON MARCH 31, 2018

Number Of Equity Shareholdings	No. of Share Holders	Percentage of Shareholders (%)	Number of Shares	Percentage of Shares (%)
UPTO 5000	558	94.58	63155	2.05
5001 to 10000	10	1.69	92725	3.01
10001 to 20000	5	0.85	69637	2.26
20001 to 30000	2	0.34	55645	1.81
30001 to 40000	1	0.17	35000	1.14

40001 to 50000	1	0.17	50000	1.62
50001 to 60000	1	0.17	51575	1.67
60001 to 70000	2	0.34	122525	3.98
70001 to 80000	1	0.17	72219	2.34
80001 to 90000	2	0.34	167228	5.43
90001 to 100000	1	0.17	96491	3.13
100001 AND ABOVE	6	1.02	2203800	71.55
TOTAL	590	100.00	3080000	100.00

SHAREHOLDING PATTERN (CATEGORY WISE) AS ON 31ST MARCH, 2018

Category	No. of Shares	Percentage (%)
Promoters Group	507420	16.47
Bodies Corporate	1076179	34.94
Market Makers	-	-
Individuals	1496401	48.59
Mutual Funds and UTI	-	-
Venture Capital Funds	-	-
NRIs / OCBs	-	-
TOTAL	30,80,000	100.00

DEMATERILISATION OF SHARES**Percentage of Shares in :**

Physical Form : 34258

Electronic Form in NSDL : 1232510

Electronic Form in CDSL : 1813232

RECONCILIATION OF SHARE CAPITAL AUDIT

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Securities Depository Limited (CDSL) and the total issued and paid-up capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and is placed before the Board of Directors of the Company. The audit, inter-alia, confirms that the total issued and paid up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL & CDSL and total number of shares in physical form.

SEBI COMPLAINTS REDRESSAL SYSTEM (SCORES) :

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The Company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

The quarterly compliance report on Corporate Governance is submitted to the Stock Exchange within 15 days from the close of each quarter as per the format specified in SEBI (LODR) Regulations, 2015.

INVESTORS' CORRESPONDENCE

The Shareholders can contact the Company for Secretarial matters "Nigam Centre", 155 Lenin Sarani, Room No.108, 1st Floor, Kolkata – 700 013.

CORPORATE IDENTITY NUMBER (CIN) :

CIN of the Company as allotted by the Ministry of Corporate Affairs, Government of India is L65929WB1941PLC010731.

INFORMATION FLOW TO THE BOARD MEMBERS

Information is provided to the Board Members on a continuous basis for their information, review, inputs and approval from time to time. The quarterly Financial Statements are first presented to the Audit Committee and Risk Management Committee for its review approval and subsequent recommendation to the Board of Directors for their approval. All the relevant information to Directors is submitted along with the agenda papers well in advance of the Board and Committee Meetings.

ADOPTION, COMPLIANCE AND NON-ADOPTION OF NON-MANDATORY REQUIREMENTS

• The Board :

The Company defrays expenses of the Non-Executive Chairman's office incurred in the performance of his duties.

• Shareholder Rights

The Company's quarterly and half yearly results are published in the newspaper and also uploaded on its website www.rajputanainvestment.com. However, the Company furnishes the quarterly and half-yearly results on receipt of a request from the Shareholders.

• Audit Qualifications :

There are no qualifications in the Independent Auditor's Report on the financial statements for the financial year 2017-18.

• Reporting of Internal Auditors :

The Internal Auditors report directly to the Audit Committee and Risk Management Committee.

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL
WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a code of conduct for its employees including the Managing Director, Whole-time/ Executive Directors, Non-Executive Directors and Independent Directors. The code is available on the Company's Website.

I confirm that the company has in respect of the year ended March 31, 2018, received from the Senior Management Team of the Company and the Members of the Board a declaration of Compliance with the code of conduct as applicable to them.

For the purpose of this declaration , Senior Management Teams means the Chief Executive Officer (sales & marketing), Chief Financial Officer, unit heads, Departmental Heads and the Company Secretary.

For Rajputana Investment & Finance Limited

Place : Kolkata

Date : July 31, 2018

Sd/-

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

Din : 07020952

Sd/-

**Santanu Sen
(Director)**

Din : 07020142

CEO AND CFO CERTIFICATION

To
The Board of Directors
Rajputana Investment & Finance Limited
"Nigam Centre", 155 Lenin Sarani,
Room No. 108, 1st Floor,
Kolkata – 700 013

Pursuant to Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, I Pankaj Kumar Kanodia, Managing Director and Chief Financial Officer together certify to the Board that :

- a) I have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2018 and based on our knowledge and belief, I state that :
- i) These statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations;
- b) I further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2018 are fraudulent, illegal or violate the Company's code of conduct;
- c) I accept responsibility for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which are aware and the steps I have taken or propose to take to rectify these deficiencies.
- d)
 - i) There has not been any significant change in internal control over financial reporting during the year under reference.
 - ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements.
 - iii) I am aware that there is no instances during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

For Rajputana Investment & Finance Limited

Sd/-

Pankaj Kumar Kanodia

(Managing Director & CFO)

Place : Kolkata

Date : July 31, 2018

Din : 07020952

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

The Members of
Rajputana Investment & Finance Limited
"Nigam Centre", 155 Lenin Sarani,
Room No. 108, 1st Floor
Kolkata – 700 013

We, have examined the compliance of conditions of Corporate Governance by Rajputana Investment & Finance Limited ("the Company"), for the year ended on March 31, 2018, as stipulated in the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination is limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We state that all investor grievances were redressed within 30 days of lodgment of grievance and as on March 31, 2018 no investor complaint is pending against the Company as per the records maintained by the Stakeholders Relationship/Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company, nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Kolkata
Date : July 31, 2018

Sd/-
For **Sourav Kedia**
Practicing Company Secretary
ACS : 40951
C.P No. 15259

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 2018, 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').

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 responsibility is to express an opinion on these standalone financial statements based on our audit.

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.

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.

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 accounting principles generally accepted in India, of the financial position of the Company as at 31st March 2018 and its financial performance and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. 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.
2. 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 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018 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"; and
- (g) 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.

For Gupta Agarwal & Associates
Chartered Accountants
FRN No.- 329001E
Sd/-

Place : Kolkata
Date : 28th May, 2018

Jay Shanker Gupta
Partner
Membership No. - 059535

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 2018 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 2018, 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/-

Place : Kolkata
Date : 28th May, 2018

Jay Shanker Gupta
Partner
Membership No. - 059535

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, sales-tax, service tax, duty of customs, duty of excise, value added tax, 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 income tax or sales tax or service tax or duty of customs or duty of excise or value added tax 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 INITIAL 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/-

Place : Kolkata
Date : 28th May, 2018

Jay Shanker Gupta
Partner
Membership No. - 059535

FINANCIAL STATEMENT

BALANCE SHEET as at 31st March, 2018

(Amount in Rupees)

SL. NO.	PARTICULARS	NOTE NO.	As at 31st March, 2018	As at 31st March, 2017
II.	ASSETS			
1	CURRENT ASSETS			
a)	FINANCIAL ASSETS			
i)	INVESTMENTS	2	-	199,87,529
ii)	LOAN	3	292,40,000	105,00,000
iii)	CASH AND CASH EQUIVALENTS	4	9,39,369	3,20,641
b)	OTHER CURRENT ASSETS	5	3,74,137	4,08,714
	TOTAL (1)		305,53,506	312,16,884
	TOTAL (1)		305,53,506	312,16,884
I.	EQUITY AND LIABILITIES			
1	SHAREHOLDERS FUNDS			
a)	EQUITY SHARE CAPITAL	6	309,00,000	110,00,000
b)	OTHER EQUITY	7	(3,12,421)	201,43,662
	TOTAL (1)		304,87,579	311,43,662
2	CURRENT LIABILITIES			
a)	OTHER CURRENT LIABILITIES	8	40,000	25,000
b)	SHORT TERM PROVISIONS	9	25,927	48,222
	TOTAL (2)		65,927	73,222
	TOTAL (1+2)		305,53,506	312,16,884
	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%; text-align: center;"> <tr> <td style="width: 33%;">Sd/- SANTANU SEN Director DIN : 07020142</td> <td style="width: 33%;">Sd/- PANKAJ KUMAR KANODIA Managing Director & CFO DIN : 07020952</td> <td style="width: 33%;">Sd/- VARSHA DHANDHARIA Company Secretary Mem. No - 42836</td> </tr> </table>	Sd/- SANTANU SEN Director DIN : 07020142	Sd/- PANKAJ KUMAR KANODIA Managing Director & CFO DIN : 07020952	Sd/- VARSHA DHANDHARIA Company Secretary Mem. No - 42836
Sd/- SANTANU SEN Director DIN : 07020142	Sd/- PANKAJ KUMAR KANODIA Managing Director & CFO DIN : 07020952	Sd/- VARSHA DHANDHARIA Company Secretary Mem. No - 42836		

Place : Kolkata
Date : 28th May, 2018

STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2018

(Amount in Rupees)

SL. NO.	PARTICULARS	NOTE NO.	For the year ended 31st March, 2018	For the year ended 31st March, 2017
I.	INCOME			
1	REVENUE FROM OPERATIONS	10	22,81,650	279,56,050
2	OTHER INCOME	11	11,43,387	16,03,981
	TOTAL REVENUE		34,25,037	295,60,031
II.	EXPENSES			
1	PURCHASE OF STOCK-IN-TRADE	12	19,79,550	275,51,600
2	EMPLOYEE BENEFITS EXPENSES	13	5,28,815	10,47,631
3	OTHER EXPENSES	14	15,72,755	8,88,647
	TOTAL EXPENSES		40,81,120	294,87,878
III.	PROFIT BEFORE TAX		(6,56,083)	72,153
IV.	TAX EXPENSE			
1	CURRENT TAX			22,295
V.	PROFIT / (LOSS) AFTER TAX FOR THE PERIOD		(6,56,083)	49,858
VI.	EARNING PER EQUITY SHARE			
1	BASIC		(0.21)	0.05
2	DILUTED		(0.21)	0.05
	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

Sd/-

 SANTANU SEN
 Director
 DIN : 07020142

Sd/-

 PANKAJ KUMAR KANODIA
 Managing Director & CFO
 DIN : 07020952

Sd/-

 VARSHA DHANDHARIA
 Company Secretary
 Mem. No - 42836

Place : Kolkata

Date : 28th May, 2018

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2018

(Amount in Rupees)

SL. NO.	PARTICULARS	As at 31st March, 2018	As at 31st March, 2017
(A)	Cash flow from Operating Activities:		
	Profit Before Tax	(6,56,083)	72,153
	Adjustments for:		
	Operating Capital before Working capital charges	(6,56,083)	72,153
	Change in Working Capital		
	Receivables (Increase)/decrease	-	44,17,500
	Trade payables Increase/(decrease)	-	-
	Short Term Provisions - Increase/(Decrease)	15,000	22,295
	Other Current Liabilities - Increase/(Decrease)	(22,295)	9,500
	Other Current Assets - (Increase)/Decrease	34,577	-
	Cash Flow from Operating Activities before Income Tax	27,282	44,49,295
Income Tax Paid / Adjustments	-	(22,295)	
Net cash flow from/(used in) operating activities (A)	(6,28,801)	44,99,153	
(B)	Cash Flow From Investing Activities:		
	proceeds from sale/(purchase)of investments	199,87,529	(165,17,529)
	Dividend Received	-	-
	Short Term Loans & Advances - (Increase)/Decrease	(187,40,000)	43,52,602
Net Cash flow from /(used in) investing activities (B)	12,47,529	(121,64,927)	
(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)	6,18,728	(76,65,774)
	Cash and cash equivalents at the beginning of the year	3,20,641	79,86,415
	Cash and cash equivalents at the end of the year	9,39,369	3,20,641
	Components of cash and cash equivalents		
	Balances with Banks in Current Account	9,28,173	2,81,484
	Cash in Hand	11,196	39,157
Total cash and cash equivalents	9,39,369	3,20,641	

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

Sd/-
SANTANU SEN
Director
DIN : 07020142

Sd/-
PANKAJ KUMAR KANODIA
Managing Director & CFO
DIN : 07020952

Sd/-
VARSHA DHANDHARIA
Company Secretary
Mem. No - 42836

Place : Kolkata
Date : 28th May, 2018

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 related activity & trading of textile and clothing.

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. These are the company's first Ind AS financial statements. The date of transition to Ind AS is April 1st, 2016. Refer Note 27 for the details of first-time adoption exemptions availed by the Company. In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, the Company has presented a reconciliation under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP" or "Indian GAAP") to Ind AS.

12. Basis of Preparation of Financial Statements

These financial statements are prepared on historical cost basis, except for certain financial instruments which are measured at fair values as explained in the accounting policies below.

1.3. Presentation and disclosure of Financial statements

During the year ended 31st March 2012, Revised Schedule VI notified under the Companies Act 1956, has become applicable to the Company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year. The revised schedule VI allows line items, sub-line items and sub-totals to be presented as an addition or substitution on the face of the financial statements when such presentation is relevant to an understanding of the Company's financial position or performance or to cater to industry/sector-specific disclosure requirements. As per Companies Act 2013 Schedule VI name has been replaced by Schedule III.

1.4. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

1.5. 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. 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.

1.6. Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as Current Investments. All other investments are classified as Long Term Investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Both current investments and long term investments are carried in the financial statements at cost. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

1.7. 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.

1.8. PROPERTY, PLANT & EQIOPMENT

There has no fixed assets.

1.9. 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, sales tax/VAT, cash and trade discounts.

1.10. Earning Per Shares

The Company reports Basic and Diluted earnings per equity share in accordance with the Accounting Standard - 20 on Earning Per Share. In determining earning per share, the Company considers the net profit after tax and includes the post tax effect of any extraordinary/exceptional items. The number of shares used in computing basic earning per share is the weighted average number of equity shares outstanding during the period. The numbers of shares used in computing diluted earning per share comprises the weighted average number of equity shares that would have been issued on the conversion of all potential equity shares. Dilutive potential equity shares have been deemed converted as of the beginning of the period, unless issued at a later date.

1.11. 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.

Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

1.12. 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.

1.13. Cash & Cash Equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

1.14. 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 revenue.

1.15. Foreign Currency Transactions

The Company follows Accounting Standard- 11 issued by the Institute of Chartered Accounting of India to account for the foreign exchange transactions.

1.16. Lease Policy

(i) Finance Leases :

Leases which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item are capitalised at the inception of the lease term at the lower of the fair value of the leased property and present value of minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of the interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the Statement profit and loss.

(ii) Operating Leases :

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating lease. Operating lease payments are recognised as an expense in the statement of profit and Loss on a straight line basis over the lease term.

1.17. Payment to Auditors (inclusive of Service Tax)

<u>Particulars</u>	<u>March, 2018</u>	<u>March, 2017</u>
Statutory Audit Fees, Tax Audit, Certification Fees	30,000	25,000
Total	30,000	25,000

1.18. Related Party Disclosers

Related party disclosers as required under Accounting Standard-18 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 :

<u>Particulars</u>	<u>Figures in lacs</u>	
	<u>2017-2018</u>	
<u>Transaction with Key Managerial Personnel</u>		
<u>Remuneration to :</u>		
Pankaj Kumar Kanodia	1.80	
Pawan Kumar Sovasaria	0.45	
Varsha Dhandharia	1.44	
<u>Balance outstanding at the year end</u>		
Receivable	NIL	
Payable	NIL	

1.19. 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 : 28th May, 2018

JAY SHANKER GUPTA
Partner
Membership No. - 059535

NOTES : Forming Part of the Financial Statement

(Amount in Rupees)

NOTE NO.	PARTICULARS	As at 31st March, 2018	As at 31st March, 2017
2	<u>INVESTMENTS</u>		
2.1	INVESTMENTS IN EQUITY / PREFERENCE SHARES	-	199,87,529
		-	199,87,529
3	<u>LOAN</u>		
	UNSECURED CONSIDERED GOOD		
3.1	<u>OTHERS</u>		
	ANITA LOHIA (SECURITY DEPOSIT)	40,000	-
	CHOKHANI REALTORS PRIVATE LIMITED	54,00,000	-
	CREAM PROJECT PRIVATE LIMITED	26,00,000	-
	DREDGING AND DESILTATION CO PRIVATE LIMITED	70,00,000	100,00,000
	RACHAN AGARWAL	-	20,000
	SARADA AGARWALA	-	1,50,000
	SHIVDARSHAN COMMERCIAL PRIVATE LIMITED	35,00,000	-
	SHRI SHYAM INFRA REALTORS PRIVATE LIMITED	107,00,000	-
	SRINANDAN AGARWAL	-	1,50,000
	SUMAN AGARWAL	-	25,000
	VISHNU AGARWAL	-	80,000
	VISHNU AGARWAL HUF	-	75,000
		292,40,000	105,00,000
4	<u>CASH & CASH EQUIVALENTS</u>		
4.1	BALANCE WITH BANKS - IN CURRENT ACCOUNTS	9,28,173	2,81,484
4.2	CASH IN HAND	11,196	39,157
		9,39,369	3,20,641
5	<u>OTHER CURRENT ASSETS</u>		
5.1	TAX DEDUCTED AT SOURCE	3,74,137	4,08,714
		3,74,137	4,08,714
6	<u>EQUITY SHARE CAPITAL</u>		
6.1	AUTHORISED		
	31,00,000 (31,00,000) Equity Shares of Rs. 10/- each	310,00,000	310,00,000
6.2	ISSUED, SUBSCRIBED & PAID UP		
	30,80,000 (11,00,000) 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)	308,00,000	110,00,000
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, 2018	Nos of Shares As at 31st March, 2017
a)	Shares outstanding at the beginning of the year	11,00,000	11,00,000
b)	Add : Share Issued during the year - Bonus Share	19,80,000	-
		30,80,000	11,00,000
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)

NOTE NO.	PARTICULARS	As at 31st March, 2018	As at 31st March, 2017
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6.5 DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES OF THE COMPANY

Name of the Share Holder	As at 31st March, 2018		As at 31st March, 2017	
	Shares Held	% of Holding	Shares Held	% of Holding
JIT FINANCE PRIVATE LIMITED	4,10,000	13.31	2,00,000	18.18
LINKLINE CONSTRUCTION PRIVATE LIMITED	2,47,800	8.05	2,00,000	18.18
MANIMUDRA MARKETING PRIVATE LIMITED	5,60,000	18.18	2,00,000	18.18
SAJITHA DHANENDRAN	2,80,000	9.09	-	-
SATISH SINGH	4,30,000	13.96	-	-
SAVITRI SULTANIA	2,76,000	8.96	-	-
SIDHANT FINANCIAL CONSULTANTS PVT LTD	-	-	2,00,000	18.18
SILVERPOINT INFRATENCH LIMITED	-	-	2,00,000	18.18

6.6 Agreegrade number of shares allotted as ully paidup by way of bonus sharesduring the period of five years immediately preceeding the reporting date :

a) **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.

NOTE NO.	PARTICULARS	As at 31st March, 2018	As at 31st March, 2017
7	<u>OTHER EQUITIES</u>		
7.1	GENERAL RESERVE		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	1,60,000	1,60,000
	ADDITIONS DURING THE YEAR	-	-
	AT THE END OF THE ACCOUNTING PERIOD	1,60,000	1,60,000
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	200,00,000	200,00,000
	ADDITIONS / (DELETION) DURING THE YEAR	(198,00,000)	-
	AT THE END OF THE ACCOUNTING PERIOD	2,00,000	200,00,000
7.4	SURPLUS		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	(89,338)	(1,39,196)
	PROFIT / (LOSS) DURING THE YEAR	(6,56,083)	49,858
	(BALANCE IN STATEMENT OF PROFIT & LOSS A/C)		
	AT THE END OF THE ACCOUNTING PERIOD	(7,45,421)	(89,338)
	TOTAL	(3,12,421)	201,43,662
8	<u>OTHER CURRENT LIABILITIES</u>		
8.1	OTHER CURRENT LIABILITIES		
		40,000	25,000
		40,000	25,000
9	<u>SHORT-TERM PROVISIONS</u>		
9.1	PROVISIONS FOR TAXATION		
		25,927	48,222
		25,927	48,222

NOTES : Forming Part of the Financial Statement

(Amount in Rupees)

NOTE NO.	PARTICULARS	As at 31st March, 2018	As at 31st March, 2017
10	REVENUE FROM OPERATIONS		
10.1	SALES OF STOCK-IN-TRADE	22,81,650	279,56,050
		22,81,650	279,56,050
11	OTHER INCOME		
11.1	INTEREST INCOME	11,43,387	14,73,981
11.2	PROFIT FROM SALE OF INVESTMENTS	-	1,30,000
		11,43,387	16,03,981
12	PURCHASE OF STOCK-IN-TRADE		
12.1	PURCHASES OF STOCK-IN-TRADE	19,79,550	275,51,600
		19,79,550	275,51,600
13	EMPLOYEE BENEFITS EXPENSE		
13.1	SALARY AND WAGES		
	OFFICE STAFF SALARY	5,10,000	10,10,500
13.2	OTHER EXPENSES		
	WORKERS AND STAFF WELFARE	18,815	37,131
		5,28,815	10,47,631
14	OTHER EXPENSES		
14.1	ADMINISTRATIVE EXPENSE		
	AUDIT FEES	30,000	25,000
	BANK CHARGES	-	690
	BOARD MEETING FEES	38,000	47,000
	BUSINESS PROMOTION EXPENSES	59,807	1,15,057
	CERTIFICATION CHARGES	31,400	-
	CONVEYANCE EXPENSES	55,799	98,381
	EDP EXPENSES	8,896	32,680
	FILING FEES	10,800	10,200
	GENERAL EXPENSES	8,483	900
	INTEREST PAID	160	-
	LEGAL & PROFESSIONAL FEES	6,44,757	90,228
	LISTING EXPENSES	4,92,830	2,81,476
	PRINTING & STATIONARY	50,382	74,764
	RENT, RATES & TAXES	1,26,000	96,000
	TELEPHONE EXPENSES	15,441	16,271
		15,72,755	8,88,647

Notes 1 to 14 signed by the following

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

Sd/-

Jay Shanker Gupta
Partner

Membership No. - 059535

ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

SANTANU SEN
Director
DIN : 07020142

Sd/-

PANKAJ KUMAR KANODIA
Managing Director & CFO
DIN : 07020952

Sd/-

VARSHA DHANDHARIA
Company Secretary
Mem. No - 42836

Place : Kolkata
Date : 28th May, 2018

RAJPUTANA INVESTMENT & FINANCE LIMITED

Registered Office Address : "Nigam Centre", 155 Lenin Sarani,

Room No.108, 1st Floor, Kolkata - 700 013

CIN No.: L65929WB1941PLC010731

Phone No.: 91 + 82320 27550

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

ATTENDANCE SLIP

**Seventy-Sixth Annual General Meeting – September 29, 2018 "Hotel Orion West Willows", 2 West Range, Near
Tata Motor Lexus Showroom, Beck Bagan, Kolkata – 700 017 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 Saturday, September 29, 2018 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 : "Nigam Centre", 155 Lenin Sarani, Room No.108, 1st Floor, Kolkata – 700 013

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 76th Annual General Meeting of the Company, to be held on Saturday, September 29, 2018 at 12:30 P.M at "Hotel Orion West Williwows", 2 West Range, Near Tata Motor Lexus Showroom, Beck Bagan, Kolkata – 700 017 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 (Standalone) for March 31, 2018.
2.	Appointment of Director in place of Shri Pankaj Kumar Kanodia, (Din: 07020952), who retire by rotation and eligibly offers himself for re-appointment.
Special Business:	
3.	Appointment of Shri Mathew Jose (Din : 00542339) as an Additional Director of the Company i.e. to be regularize in ensuing Annual General Meeting to be held on September 29, 2018.
4.	Appointment of Shri N R Bahulayan (Din : 00297057) as an Additional Director of the Company i.e. to be regularize in ensuing Annual General Meeting to be held on September 29, 2018.
5.	Appointment of Shri James Vellanikkaran (Din : 00297057) as an Additional Director of the Company i.e. to be regularize in ensuing Annual General Meeting to be held on September 29, 2018.
6.	Appointment of Shri Cheruvathoor Kuriappan Appumon (Din : 00135500) as an Additional Director of the Company i.e. to be regularize in ensuing Annual General Meeting to be held on September 29, 2018.
7.	Appointment of Shri Chanayil Gopalan Surendran (Din : 00074631) as an Additional Director of the Company i.e. to be regularize in ensuing Annual General Meeting to be held on September 29, 2018.
8.	Appointment of Shri William Varghese ChunagathCheru (Din : 00074708) as an Additional Director of the Company i.e. to be regularize in ensuing Annual General Meeting to be held on September 29, 2018.
9.	Appointment of Shri Kochumathew CJ (Din : 02685057) as an Additional Director of the Company i.e. to be regularize in ensuing Annual General Meeting to be held on September 29, 2018.

Signed this day of 2018

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
Registered Office : Nigam Centre 155, Lenin Sarani, Room No. 108, 1st Floor, Kolkata – 700 013

SI 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 in respect of the following resolutions to be passed for the business stated in the Notice of the 76th Annual General Meeting dated Saturday, September 29, 2018 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, 2018.			
2.	To appoint a Director in place of Shri Pankaj Kumar Kanodia, (Din: 07020952), Director of the Company who retire by rotation and being eligible offers himself for re-appointment.			
	Special Business :			
3.	To Appoint Shri Mathew Jose (Din : 00542339) as a Non-Executive Independent Director.			
4.	To Appoint N R Bahulayan (Din : 00297057) as a Non-Executive Independent Director.			
5.	To Appoint Shri James Vellanikkaran (Din : 05011653) as a Non-Executive Independent Director.			
6.	To Appoint Shri Cheruvathoor Kuriappan Appumon (Din : 00135500) as an Executive Director.			
7	To Appoint Shri Chanayil Gopalan Surendran (Din : 00074631) as an Executive Director.			
8	To Appoint Shri William Varghese ChunagathCheru (Din : 00074708) as an Executive Director.			
9	To Appoint Shri Kochumathew.CJ (Din : 02685057) as an Executive Director.			

Place :
Date :

(Signature of the Shareholder)

Notes :

- 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 Saturday, September 29, 2017. (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 September 06, 2018.
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. Saturday, September 29, 2018 (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
Nigam Centre 155, Lenin Sarani, Room No.108,
1st Floor, Kolkata -700013.

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
Nigam Centre 155, Lenin Sarani, Room No.108,
1st Floor, Kolkata -700013.

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'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:**

RAJPUTANA INVESTMENT & FINANCE LIMITED

**Registered Office Address: "Nigam Centre", 155 Lenin Sarani,
Room No.108, 1st Floor, Kolkata - 700 013**

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 in 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

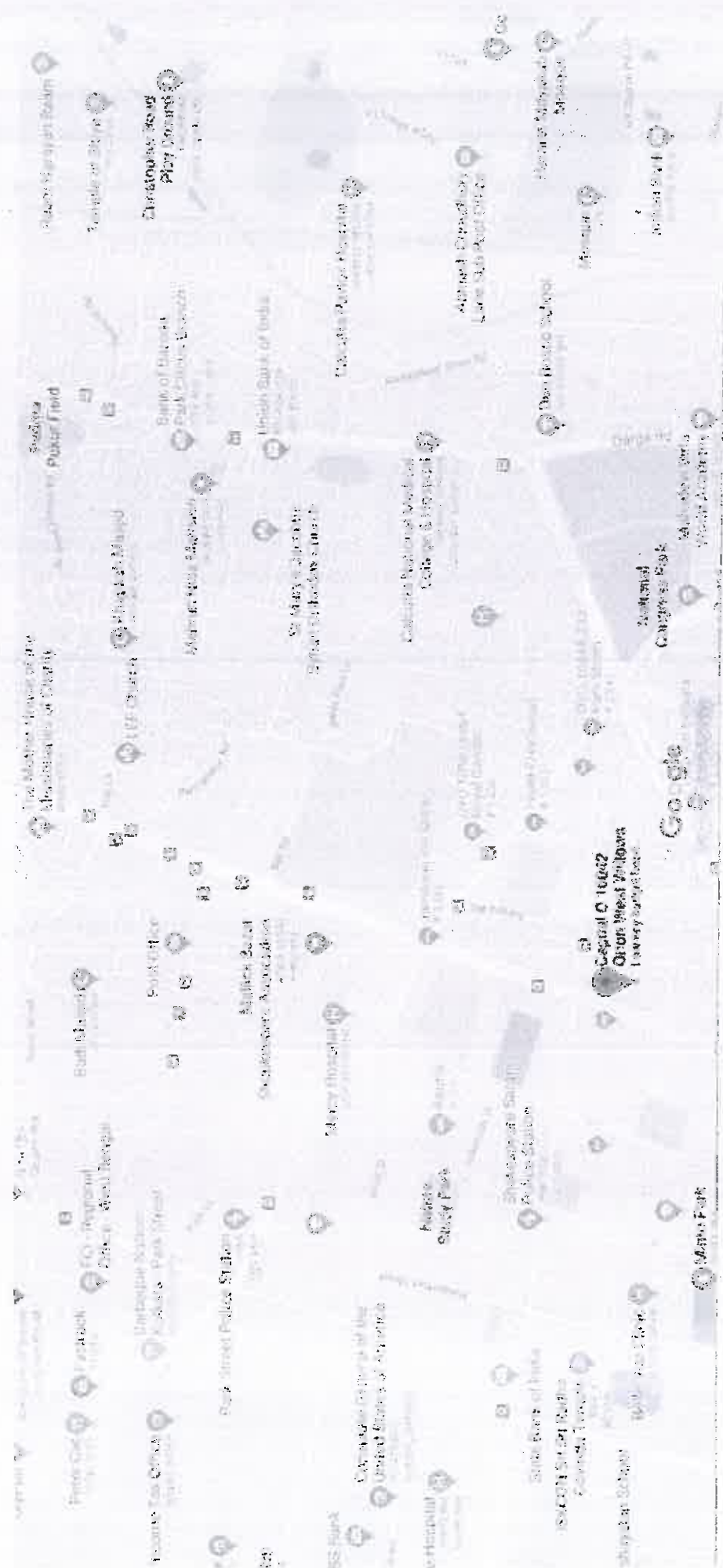
Sd/-

Varsha Dhandharia

Company Secretary

ROUTE MAP OF THE VENUE OF AGM

**“Hotel Orion West Willows”
2 West Range, Near Tata Motor Lexus Showroom,
Beck Bagan, Kolkata – 700 017**



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