



80th ANNUAL REPORT
2021-2022

RAJPUTANA INVESTMENT & FINANCE LIMITED

CIN: L50100WB1941PLC010731

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

Kolkata – 700012 **Contact No.:** 91 + 82320 27550

Corporate Address : 8/82/3, BRD Complex, Kozhikode Road, Parempadam

Kunnamkulam Via, Thrissur Dist Kerala-680 519

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

CORPORATE INFORMATION

BOARD OF DIRECTORS:

Director

Mr. Jijin C surendran Joseph

Non-Executive Independent Director

Mr. Mathew Jose

Mr. B R Nalupurakkal

Mr. Sunny Mathew

Ms. Liji Jmmy Thalakkottoor

BOARD COMMITTEES:

Audit Committee

Mr. Mathew Jose – Chairman

Mr. B R Nalupurakkal - Member

Mr. Kochumathew C J- Member

Mr. Sunny Mathew-Member

Mrs.Liji Jmmy Thalakkottoor - Member

Nomination & Remuneration Committee

Mr. B R Nalupurakkal – Chairman

Mr. Mathew Jose - Member

Mr. Sunny Mathew-Member

Stakeholders Relationship Committee

Mr. Mathew Jose – Chairman

Mr. B R Nalupurakkal - Member

Mr. Kochumathew C J- Member

Mr. Sunny Mathew-Member

AUDITORS:

Statutory Auditor:

M/s. Gupta Agarwal & Associates

23 Gangadhar Babu Lane, Imax

Lohia

Square, 3rd Floor, Room No. 3A

Kolkata – 700 012

Internal Auditor:

M/s. Poddar Agarwal & Co.

RGM-8/77- Ashwini Nagar 2nd floor,

behind Calcutta Public School

Joramandir, Kolkata - 700059

Secretarial Auditor:

Ms. Liya Antony

No.101, First Floor, K George

Technology Arcade,

K C Joseph Road, Panampilly

Nagar,

Ernakulam - 682036, Kerala.

Company Secretary & Compliance Officer:

Ms. Villadath Vinitha

Membership No: A59401

Bankers :

Axis Bank Limited

Registrar & Transfer Agent :

Maheshwari Datamatics Pvt. Ltd.

23 R.N Mukherjee Road, 5th Floor, Kolkata – 700001

Contact No. : 033 2243 5029/22482248

Fax – 033 22484787

E mail ID: mpdl@cal.vsnl.net.in,mdpldc@yahoo.com

Website: info@mdpl.in

NOTICE OF 80th ANNUAL GENERAL MEETING

Notice is hereby given that the 80th Annual General Meeting of the members of M/s Rajputana Investment & Finance Limited (“the company”) will be held on Wednesday, the 31st day of august 2022 at 11.00 A.M through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Annual Accounts

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 and the Reports of the Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution, with or without modifications.as an ordinary resolution

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2022 and the report of the Directors’ and the Auditors’ thereon, as circulated to the members, be and are hereby considered and adopted”

2. Appointment of Auditor

To appoint Auditors and fix their remuneration and in this regard, to pass the following resolution, with or without modifications as an ordinary resolution.

“**RESOLVED THAT** pursuant to provision of section 139, 142 of companies act 2013 and other applicable provisions, if any and company (Audit and Auditors) Rule 2014 made thereunder and other applicable rules (including any statutory modification(s) or re-enactment thereof for the time being in force) AYYAR & CHERIAN (Firm Registration Number: 000284S) Chartered Accountants, No.101, Santhi Arcade, K.C Joseph Road, Panampilly Nagar, Ernakulum, Kerala-682036 be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of AGM to be held in the financial year 2027-28 at a remuneration to be fixed by the Board of Directors of the Company”.

SPECIAL BUSINESS

3. Appointment of Mr. Jijin C Surendran (DIN: 03305487) as Managing Director

To consider and, if thought fit, to pass with or without modification the following resolution as Ordinary resolution;

“RESOLVED THAT pursuant to the provisions of Section 196, 197 & 203 and any other applicable provisions of the Companies Act, 2013 (“Act”) , read with Schedule V to the Act, (including any amendment(s), statutory modification(s), variation(s), and/or re-enactment(s) for the time being in force) and the companies (Appointment and Remuneration of Managerial Personal) rule 2014, as amended from time to time and based on the recommendation of nomination and remuneration committee and subject to such sanction as may be necessary, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Jijin C Surendran (DIN: 03305487) as Managing Director of the Company for a period of 5 years with effect from 29.06.2022 upon the terms and condition set out in the explanatory statement annexed to the notice for the convening this meeting including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the said the tenure within the over limit of section 197 of the act, with liberty to the board of directors to alter or vary the terms and condition and remuneration including minimum remuneration as it may deem fit and in such manner agreed between board of directors and the managing director

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to revise the remuneration of managing director from time to time to the extend it may deem appropriate, provided that such revision if within the overall limit of the managerial remuneration AS prescribed under the act read with Schedule V thereto and any other applicable provision”

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

4. Approval for Related Party Transactions

To consider and, if thought fit, to pass with or without modification the following resolution as Ordinary resolution;

“RESOLVED THAT pursuant to the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 (“Act”), read with Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any amendment(s), statutory modification(s), variation(s), and/or re-enactment(s) for the time being in force) and the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into an lease agreement with M/s B R D Motors Limited, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, to lease the property of B R D Motors Limited situated at Building No: 1/110, BRD Complex, NH Bypass, Konikkara, Thrissur-

680306, Kerala, on such terms and conditions as the Board of Directors may deem fit, provided that the said agreement carried out in the ordinary course of business of the Company.

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

By order of the board of directors

M/s Rajputana Investment & Finance Limited

Mr. Jijin C Surendran

Managing Director (DIN: 03305487)

Place: Thrissur

Date: 18.07.2022

NOTES:

- I. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has, vide its circular dated January 13, 2021 read together with Circulars dated May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as “MCA Circulars”) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 & SEBI/HO/CFD/CMD2/CIR/ P/ 2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (SEBI) and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing or other audio visual means (“VC/OAVM”). In compliance with the provisions of the Companies Act, 2013 (the “Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and MCA/ SEBI Circulars, the AGM of the Company is being held through VC/OAVM, hereinafter called as “e-AGM”.
- II. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (‘the Act’), relating to the Special Business to be transacted at this Annual General Meeting (‘AGM’) is annexed.

- III. Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice.
- IV. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM) and also e-voting during the AGM, for which purpose the Board of Directors of the Company ('the Board') have engaged the services of **Central Depository Services (India) Limited (CDSL)**. The Board has appointed Ms. Liya Antony (ACS: 39611) Practicing Company Secretary, as the Scrutinizer to scrutinize the process of e-voting.
- V. Remote e-voting will commence on Sunday, the 28th day of August 2022 at 9.00 a.m. and will end on Tuesday, the 30th day of August 2022 at 5.00 p.m. During this period shareholders' of the Company may cast their vote electronically. The Company has fixed Wednesday, 24th day of August 2022 as the cut-off date for determining voting right of shareholders entitled to participate in the e-voting process..
- VI. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Wednesday, 24th day of August 2022 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.
- VII. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2022 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.
- VIII. Members who hold shares in the certificate form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the AGM Notice and the Report and Accounts 2022, or participate in the AGM, or cast their votes through remote e-voting or e-voting during the meeting, are required to register their e-mail addresses with the Company, may send a letter requesting for registration of their e-mail addresses, mentioning their name and DP ID & Client ID / folio number, through e-

mail at ***rajputanainvestment@gmail.com*** or to Share Transfer Agent of the Company, M/s. Maheshwari Datamatics Pvt. Ltd., 23 R.N Mukherjee Road, 5th Floor, Kolkata – 700001, Contact No. : 033 2243 5029/22482248, Fax – 033 22484787, E mail ID: ***mpdl@cal.vsnl.net.in, mdpldc@yahoo.com***, Website: ***info@mdpl.in***

- IX. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Private Limited.
- X. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions.
- XI. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- I. Only those persons who are Members of the Company as on the cut-off date i.e. 24.08.2022 will be able to attend the AGM through VC/OAVM and a person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- II. In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, the Company is providing the ‘remote e-voting’ (e-voting from a place other than venue of the AGM) facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the Annual General Meeting of the Company (the AGM Notice). The detailed instructions specifying how to exercise their right to vote by

electronic means (e-voting facility) on any or all of the business specified in the AGM Notice has been attached with notice separately.

- III. Shareholders will be provided with the facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members Login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholders/members Login where the EVSN of Company will be displayed.
- IV. Members are requested to e-mail at rajputanainvestment@gmail.com in case of any technical assistance required at the time of log in/ assessing/ voting at the Meeting through VC;
- V. Facility of joining the AGM through VC/OAVM shall be opened 15 minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of AGM. The facility will be available for Members on first come first served basis.
- VI. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience
- VII. For better experience, we recommend that you join the session with high-speed wired internet connectivity. This prevents Wi-Fi dropouts and speed issues.
- VIII. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- IX. Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to AGM mentioning their name, demat account number/ folio number, email id, mobile number at rajputanainvestment@gmail.com Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

GENERAL INSTRUCTIONS

- I. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents.
- II. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-13 to the RTA of the Company. Further, members desirous of cancelling/varying nomination pursuant to Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14 to the RTA of the Company. These forms will be made available on request.

THE INSTRUCTIONS FOR SHAREHOLDERS REMOTE E-VOTING AND VOTING ELECTRONICALLY ARE AS UNDER:

1. The Remote e-voting will commence on Sunday, the 28th day of August 2022 at 9.00 a.m. and will end on Tuesday, the 30th day of August 2022 at 5.00 p.m. During this period shareholders' of the Company may cast their vote electronically. The Company has fixed 24.08.2022 as the cutoff date for determining voting right of shareholders entitled to participate in the e-voting process.
2. Once the vote on a resolution is cast by the Members, the member shall not be allowed to change it subsequently.
3. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
4. Ms. Liya Antony (ACS: 39611) Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. The Results of voting shall be declared forthwith by the Jijin C Surebdran or a person authorized by him. The Results declared along with the Scrutinizer's Consolidated Report shall be placed on the Company's website www.rajputanainvestment.com and on the website of CDSL.

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

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

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

login through their Depository Participants	successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

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

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

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

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</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 field as mentioned in instruction (v).

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - (i) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (ii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (iii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (iv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (v) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (vi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS – REMOTE VOTING

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; rajputanainvestment@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN

CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

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

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

ANNEXURE TO THE NOTICE

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

SPECIAL BUSINESS

3. Appointment of Mr. Jijin C Surendran (DIN: 03305487) as Managing Director

The Board of Directors of the Company at its meeting held on 29.06.2022 has appointed Mr. Jijin C Surendran as the Managing Director of the Company with effect from 29.06.2022 subject to the approval of members in the ensuing General Meeting. Thus, the same needs to be approved by the members by passing an Ordinary Resolution under Section 196, 197, 203 of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V thereto.

Statement Pursuant to Section II of Schedule V of Companies Act, 2013

	i. <u>General Information:</u>	
1	Nature of Industry	Board meeting held on 05.03.2022, proposed to change the object of business through postal ballot and the new object proposed is <i>To do the business of pre-owned luxury cars and related activities.</i> The object changed by approval of shareholders through postal ballot on 08.05.2022
2	Date or Expected Date of Commercial Production	Existing Company in operation since 1941
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in prospectus	Not Applicable
4	Financial Performance based on given indicators	Performance for 2021-2022 Total Revenue: 28.75 Lakhs Net Loss after taxes: 1.41 Lakhs

5.	Foreign Investments or Collaborations, if any	Not Applicable
	ii. Information about the appointee:	
1	Background details	From 2010 January to July 2013, he was the vice president of Sharewelath securities limited and From August 2013, he worked as CEO of B R D MOTORS LTD till 31.03.2014. Thereafter from April 2014 he is working as CEO of B R D Car World Ltd and changed his designation to Managing director on 26.03.2022 and continuing his duty
2	Job profile and his suitability	He is an eminent personality in his areas of expertise with experience of handling the responsibilities of Managing Director.
3.	Remuneration proposed	Remuneration – 10000 per month
4	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Mr. Jijin C Surendran is not related to any of the Directors and the key managerial personnel, directly or indirectly.
	iii. Other Information	
1.	Reasons of loss or inadequate profits	Covid-19 pandemic highly impacted the profitability of the Company during 2021-2022
2	Steps taken or proposed to be taken for improvement	Board meeting held on 05.03.2022, proposed to change the object of business through postal ballot and the new object is <i>“To do the business of pre-owned luxury cars and related activities”</i> . Then the company through postal ballot held on 08.05.2022 changed its object in MOA as above mention.
3	Expected increase in productivity and profits in	The company is expecting more than 50% growth in business and profits

	measurable terms	during this financial year.
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Additional information in respect of Mr. Jijin C Surendran, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at Annexure A to this Notice.

The Board considers the business in Item No. 3 as unavoidable to be considered at the e-AGM and recommends the said resolution for approval by members by passing an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 3.

4. Approval for Related Party Transactions

The Company, in order to further its business interests, enters in to on lease agreement with M/s B R D Motors Limited to lease the property of M/s B R D Motors Limited situated at Building No: 1/110, BRD Complex, NH Bypass, Konikkara, Thrissur-680306, Kerala, on such terms and conditions as the Board of Directors may deem fit to carry out the business of the company.

The board of directors of the company at its meeting held on 19.05.2022, accorded to enter into lease agreement with M/s B R D Motors Limited.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the members as an Ordinary Resolution.

Annexure – A

Brief note on Director(s) retire by rotation or seeking Appointment

Jijin Chanayil Surendran - (DIN: 03305487)

Date of Birth	25/05/1987
Age	36
Experience	More than 10 years of experience
Qualifications	MBA In General Management
Terms and Conditions of Appointment	Appointed as Managing Director of the Company for a period of 5 years with effect from 29.06.2022
Details of remuneration	Remuneration – 10000 per month
Date of first appointment on Board	13/11/2021
Shareholding in the Company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
No. of meetings of the Board attended during the year	2
Directorships held in other Companies	5

DIRECTORS REPORT

Dear Shareholders,

Your Directors have pleasure in presenting their 80th Annual Report together with the Audited Financial Statements of the Company for the Year ended March 31, 2022.

Financial Highlights

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

(Rs In Lakh)

<u>Particulars</u>	<u>Year Ended</u> <u>31st March, 2021</u>	<u>Year Ended</u> <u>31st March, 2022</u>
Total Revenue	24.06	28.75
Total Expenses	22.35	26.85
Profit/(Loss) before taxation	1.71	1.90
Less: Tax Expense	0.44	0.49
Profit/(Loss) after tax	1.27	1.41

Review of Operations

During the year under review the Company has recorded a total revenue of Rs. 28.75 Lakh/- as compared to Rs. 24.06 Lakh/- in the previous year. The Company has recorded a net profit of Rs. 1.41 Lakh /- as compared to previous year net profit of Rs. 1.27 Lakh/-.

Share Capital

The Company has 3,08,00,000/- Equity Share Capital for the Financial Year ended March 31, 2022.

Change in Management

There were no change in the management of the Company during the financial year ended March 31, 2021.

Change in the Nature of Business

During the financial year 2021-22, there is no change in the Nature of Business. But the Board of directors at its meeting held on 05.03.2022, approved to change the Object of business subject to approval of shareholders through postal ballot. The company dispatched postal ballot notice to shareholders on 08.04.2022 and approved by shareholders through e-voting on 08.05.2022. The new object of the company is

“To do the business of pre-owned luxury cars and related activities”.

Dividends

The Board does not recommend any dividend for the financial year 2021-2022

General Reserve

The Company has not transferred any fund to General Reserve during the financial year 2021-2022.

Number of meeting of Board of Directors

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. During the year, 5 Board meetings were held. The maximum time gap between two consecutive board meetings did not exceed 120 days. The date on which the Board Meetings were held are 30.06.2021, 11.08.2021, 13.11.2021, 02.02.2022 and 05.03.2022.

Declaration of Independent Directors

Pursuant to section 149(7) of the Companies Act 2013, the Company has received necessary declaration from each Independent Director confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013("The Act") and Regulation 16 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

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.

Corporate Governance:

As provided under Regulation 15(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the compliance with Corporate Governance as specified in Regulation 17 to 27, 46(2)(b) to (i) & Para c, d & e of Schedule V are not applicable to the company as paid up share capital doesn't exceed Rs. 10 Crore.

Formal Annual Evaluation:

The Board of Directors has carried out in annual evaluation of its own performance, its committee, and Individual Directors pursuant to the requirements of the Act and the Listing Regulation.

Further, the Independent Directors, at their exclusive meeting held on November 13, 2021 during the year reviewed the performance of the Board, the Chairman and the Non- Executive Directors and other items as stipulated under the Listing Regulation.

Material Changes and Commitments, if any, affecting financial position:

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

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

Extract of Annual Return:

The extract of Annual Return in Form No. MGT-9 pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management & Administration) Rules, 2014 is available on company

website www.rajputanainvestment.com (Annexure II).

Particulars of Contracts or Arrangements with Related Parties:

A Related Party Transaction Policy has been formulated by the Board of Directors for determining the materiality of transactions with related parties and dealing with them.

The 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 Regulations.

There are no material contracts or arrangements entered into by the Company during the Financial year 2021-22 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 Rule 8(2) 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 financial year 2021-22, The Company has a well-structured Board consisting of 6 Directors and one CFO & one Company Secretary.

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

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

b) Change in Key Managerial Personnel:

The Board of Directors of the Company has appointed Ms. Villadath Vinitha as Company Secretary & Compliance Officer of the Company with effect from 02.02.2022 and Mr. Thadathilakath Kunjumammed Abdul Jaleel, who was appointed as CFO with effect from 02.02.2022 in place of Mr. Kochumathew Chowailoor Joseph who was resigned from the post with effect from 01.02.2022.

As on 31.03.2022, Mr. Kochumathew Chowailoor Joseph, Managing Director, Mr. Thadathilakath Kunjumammed Abdul Jaleel, Chief Financial Officer & Ms. Villadath Vinitha, Company Secretary & Compliance

Officer of the Company are the Whole-time Key Managerial Personnel of the Company as per Section 203 of the Companies Act, 2013.

** Mr. Kochumathew Chowailoor Joseph, Managing Director of the company passed away on 16.06.2022*

c) 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 are available on Company's website www.rajputanainvestment.com.

Board Evaluation:

The board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to sub-section 3(p) of Section 134 of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

Management Discussion and Analysis Report:

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

Change of Registered Office:

The board meeting held on 05.03.2022, the board decided and approved the shifting of registered office of the company from the state of West Bengal to Kerala subject to approval of shareholders through postal ballot. The company dispatched postal ballot notice to shareholders on 08.04.2022 and approved by shareholders through e-voting on 08.05.2022.

Subsidiaries, JVs or Associate Companies:

The Company does not have any Joint Ventures, Associate or Subsidiary Companies as on March 31, 2022

Particulars of Employees and Related Disclosures:

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

Directors Responsibility Statement:

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

- a) **Accounting Standard:** In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) **Accounting Policies:** The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.
- c) **Proper Efficient and Care:** The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) **Going Concern Basis:** The Directors had prepared the annual accounts on a going concern basis.
- e) **Compliance with all laws:** The Directors had devised proper system to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.
- f) **Internal Financial Controls:** The Directors had laid down internal financial control to be followed by the Company and that such internal financial control is 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.

Internal Financial Control Systems:

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

Vigil Mechanism/ Whistle Blower Policy:

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

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

Transfer of Amounts to Investor Education and Protection Fund:

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

Auditors:

a) Statutory Auditors:

M/s. Gupta Agarwal & Associates, Chartered Accountants. (Firm Registration No. 329001E), Kolkata hold office till the conclusion of ensuing annual general meeting.

YYAR & CHERIAN (Firm Registration Number: 000284S) Chartered Accountants, No.101, Santhi Arcade, K.C Joseph Road, Panampilly Nagar, Ernakulum, Kerala-682036 eligible to appoint as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of AGM to be held in the financial year 2027-28.

They have confirmed their eligibility to effect that their appointment, if made, would be within the

prescribed limit under the act and that they are not disqualified for appointment.

Observation made by the Statutory Auditors in their Report are self-explanatory and therefore, do not call for any further comments under section 134(3)(f) of the Companies Act, 2013.

b) **Internal Auditors:**

Pursuant to Section 138 of the Companies Act, 2013 read with Rule 13 of Companies (Account) Rule 2014, Company is required to appoint Internal Auditors. The Company has introduced Internal Financial control System which ensures proper Internal Audit of Financial Transaction.

c) **Secretarial Auditor:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Board had appointed Ms. Liya Antony, Practising Company Secretary (ACS 39611)), to conduct Secretarial Audit for the financial year ended on March 31, 2022. The Secretarial Audit Report for the financial year ended on March 31, 2022 is annexed herewith and marked as **Annexure I** to this Report. The Secretarial Audit Report does not contain any qualification / adverse remark / observation.

Deposits:

Your Company has not accepted any Fixed Deposit under Chapter-V of the Companies Act, 2013 during the financial year and as such, no amount on account of Principal or Interest on Deposits from Public was outstanding as on March 31, 2022.

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 2020-21. A copy of the Policy against sexual harassment is posted on the Company's Website www.rajputanainvestment.com.

Acknowledgement:

Your Board sincerely places on record the support extended by the Traders, 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 and staffs 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

Jijin Chanayil Surendran

Director

Place: Kolkata

Date: 29.06.2022

DIN: 03305487

ANNEXURE – I
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

[Pursuant to Section 2049(1) of the Companies Act, 2013 and Rule No. 09 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Member,
RAJPUTANA INVESTMENT & FINANCE LTD
CIN : L65929WB1941PLC010731
Flat No. 601, 6th Floor, Nanda Tower 90, Phears Lane
Kolkata West Bengal 700012

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RAJPUTANA INVESTMENT & FINANCE LTD** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our 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 authorised 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, 2022 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 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 on March 31, 2022 according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 ('SEBI Act');
 1. The Securities and Exchange Board of India(Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 2. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 3. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 4. The Securities and Exchange Board of India (Share Based Employee Benefit) Regulations,2014;
 5. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 6. The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993;

7. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
8. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
9. Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards issue by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with Bombay Stock Exchange

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

On the basis of the information and explanation provided, the Company had no transaction during the period under Audit requiring the compliance of applicable provisions of Act / Regulations / Directions as mentioned above in respect of:

- i. Foreign Direct Investment, External Commercial Borrowings and Overseas Direct Investment.
- ii. Buy-back of securities.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice 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 clarification on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

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.

For Liya and Associates

Liya Antony
(Practicing Company Secretary)

Proprietor

ACS: 39611, CP: 19314

Place: Ernakulam

Date: 28/06/2022

UDIN : A039611D000539341

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

“ANNEXURE A”

To,
The Member,
RAJPUTANA INVESTMENT & FINANCE LTD
CIN : L65929WB1941PLC010731
Flat No. 601, 6th Floor, Nanda Tower 90, Phears Lane
Kolkata West Bengal 700012

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis. Further compliance of Act, Regulations, Directions listed under Para (vi) of the report is limited to issue of securities, corporate governance aspects and filing of forms and returns there under.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Liya and Associates

Liya Antony
(Practicing Company Secretary)
Proprietor
ACS: 39611, CP: 19314

Place: Ernakulam
Date: 28/06/2022
UDIN : A039611D000539341

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

Date: 29.06.2022

Place: Kolkatta

Jijin C Surendran
Director (DIN: 03305487)

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

Date: 29.06.2022

Place: Kolkatta

Jijin C Surendran
Director (DIN: 03305487)

ANNEXURE- V

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

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

Sl.No.	Name of the Director	Designation	Remuneration (Rs.)
1.	Mr. Kochumathew Chowailoor Joseph	Managing Director & CFO	120000
2.	Mr. Surya Prakash Pandey	Company Secretary	175000
3.	Ms. Villadath Vinitha	Company Secretary	90561
4.	Mr. Thadathilakath Kunjumammed Abdul Jaleel	CFO	41593

Note: Mr. Surya Prakash Pandey resigned from the post of Company Secretary & Compliance Officer w.e.f. 31.08.2021 and Ms. Villadath Vinitha appointed as Company Secretary & Compliance Officer with effect from 02.02.2022

Mr. Kochumathew Chowailoor Joseph resigned from the post of CFO with effect from 01.02.2022 and Mr. Thadathilakath Kunjumammed Abdul Jaleel appointed as CFO with effect from 02.02.2022

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

Remuneration paid during the year ended March 31, 2022 is as per the Remuneration Policy of the Company.

Note1: This Annexure is from the Period April 1, 2021 to March 31, 2022

By Order of the Board

For Rajputana Investment & Finance Limited

Date: 29.06.2022

Place: Kolkatta

Jijin C Surendran
Director (DIN: 03305487)

CORPORATE GOVERNANCE REPORT

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, 2021 to March 31, 2022 was:

Sl.No.	Name of the Director	Designation	Category
1.	Mr. Kochumathew Chowailoor Joseph	Managing Director	Executive Director
2.	Mr. Bahuleyan Raman Nalupurakkal	Director	Non- Executive & Independent Director
3.	Mrs. Liji Jmmy	Director	Non- Executive & Independent Director

	Thalakkottoor		
4.	Mr.. Sunny Mathew	Director	Non- Executive & Independent Director
5	Mr. Mathew Jose	Director	Non- Executive & Independent Director
6	Mr. Jijin Chanayil Surendran	Director	Non-Executive director

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, 2022.

Five Board Meetings were held during the period 01.04.2021 to 31.03.2022. The dates on which the Board Meetings were held are as follows:

30.06.2021	11.08.2021	13.11.2021
02.02.2022	05.03.2022	

Sl.No.	Name of the Director	Board Meeting Held	Board Meeting Attended	No. of Directorship in other Companies	Attended last AGM held on 30.09.2021 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
1.	Mr. Kochumathew Chowailoor Joseph	5	5	3	Yes
2.	Mr. Bahuleyan Raman Nalapurakkal	5	5	5	Yes
3.	Mr.. Sunny Mathew	5	5	4	Yes
4.	Mrs. Liji Jmmy Thalakkottoor	5	4	-	Yes
5.	Mr. Mathew Jose	5	5	9	Yes
6	Mr. Jijin Chanayil Surendran	5	2	4	No

- During the financial year 2021-22, No resolution is being passed through Postal Ballot during this financial year. (But, Board meeting held on 05.03.2022, the board approved shifting of registered office of the company from West Bengal to Kerala and also approved change the main object in MOA subject to approval of shareholders through postal ballot. The company dispatched postal ballot notice to shareholders on 08.04.2022 and approved by shareholders through e-voting from 09.04.2022 to 08.05.2022)

- 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 is 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 be 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 4 Meetings i.e. on 30.06.2021, 11.08.2021, 13.11.2021, & 02.02.2022.

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.	Mr. Mathew Jose	Non-Executive & Independent Director	Chairman	4	4
2.	Mr. Sunny Mathew	Non-Executive & Independent Director	Member	4	3
3.	Mr. Nalupurakkal Raman Bahuleyan	Non-Executive & Independent Director	Member	4	3
4.	Mrs. Liji Jmmy Thalakkottoor	Non-Executive & Independent Director	Member	4	4
5.	Mr. Kochumathew CJ Joseph	CFO & Managing Director	Member	4	4

- 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.
- 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 two meeting held during the year was not more than 120 days complying with the Companies Act, 2013 and provisions of SEBI (LODR) regulations, 2015.

Internal Audit & Control :

M/s. Poddar Agarwal & Co. (FRN: 0329486E), Chartered Accountants have conducted the Internal Audit. 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 clericals, 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 one Meeting i.e. on 02.02.2022

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.	Mr. Nalupurakkal Raman Bahuleyan	Non-Executive & Independent Director	Chairman	1	1
2.	Mr. Mathew Jose	Non-Executive & Independent Director	Member	1	1
3.	Mr. Sunny Mathew	Non-Executive & Independent Director	Member	1	1

- The Company Secretary of the Company is the Secretary to the Committee.

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

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, 2021 is given in MGT-9 which forms part of this Annual Report as **Annexure - II**

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 20 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 1 Meetings i.e. on 02.02.2022

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.	Mr. Mathew Jose	Non-Executive & Independent Director	Chairman	1	1
2.	Mr. Bahuleyan Raman Nalapurakkal	Non-Executive & Independent Director	Member	1	1
3.	Mr. Kochumathew CJ Joseph	Executive Director	Member	1	1
4	Mr. Sunny Mathew	Non-Executive & Independent Director	Member	1	1

- The Company Secretary of the Company is the Secretary to the Committee.

- **Detail of Complaints:**

- No. of shareholders' complaints pending as on April 01, 2021: 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, 2022: Nil

The Company has generally attended to the investors' grievances. Shareholders' request for transfer/transmission of equity shares were affected within 15 days from the date of receipt. There were no valid transfers pending for registration as of March 31, 2022.

- 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, 2022, the Independent Directors, at their exclusive meeting held on November 13, 2021 during the year reviewed the performance of the Board, the Chairman and the Non- Executive Directors and other items as stipulated under the Listing Regulation.

Familiarization Programme :

The Company at its various meetings held during the financial year 2021-2022 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, 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 22 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, 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.

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-materilisation / Re-materilisation 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: **None.**
- 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
2018-2019	"NPG HOTEL", 43/4, New Town Road, Chinar Park, Kolkata – 700 157	30/09/2019	12.30 P.M
2019-2020	Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	28/12/2020*	01.00 P.M
2020-2021	Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	30/09/2020	2.00 P.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: Board meeting held on 05.03.2022, the board approved shifting of registered office of the company from West Bengal to Kerala and also approved change the main object in MOA subject to approval of shareholders through postal ballot. The company dispatched postal ballot notice to shareholders on 08.04.2022 and approved by shareholders through e-voting from 09.04.2022 to 08.05.2022.

* Pursuant to MCA Extension notification No. ROC/WB/Admn./2020/2717 dated 08/09/2020

CEO/CFO CERTIFICATION

Mr. Thadathilakath Kunjumammed Abdul Jaleel, CFO of the Company 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, 2022.

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. 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, 2022, 2465491/- equity shares representing 80.048% and 580251/- equity shares representing 18.83 % of the total paid up share capital were held in dematerialized form with CDSL and NSDL respectively.
- Outstanding GDRs / ADRs / warrants or any convertible instruments, conversion dates and likely impact on equity: **Not applicable.**

NAME, DESIGNATION AND ADDRESS OF COMPLIANCE OFFICER

Ms. Villadath Vinitha

Company Secretary and Compliance officer

Villadath House,

Pangarappilly PO, Chelakkara

Thrissur-680586, Kerala

E-mail:- rajputanainvestment@gmail.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	05-08-2022
Financial year	31-03-2022
Book Closure Date	30-07-2022 to 05-08-2022

Registered Office	Flat No. 601, 6th Floor, Nanda Tower 90, Phears Lane Kolkata – 700012
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.	Bombay Stock Exchange Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 The Calcutta Stock Exchange Limited (CSE) 7, Lyons Range,

- ✓ The Annual listing fees for equity shares has been paid to the aforesaid Stock Exchanges for the financial year 2021-22 & 2022-23

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

Board meeting held on 05.03.2022, the board approved following transaction subject to approval of shareholders through postal ballot;

1. Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013
2. Adoption of Articles of Association as per the provisions of the Companies Act, 2013.
3. Alteration of Object Clause of Memorandum of Association
4. Shifting of registered office of the company from West Bengal to Kerala
5. Regularization of appointment of Jijin C surendran as director of the company

The company dispatched postal ballot notice to shareholders on 08.04.2022 and approved by shareholders through e-voting from 09.04.2022 to 08.05.2022.

SPECIAL RESOLUTION/ORDINARY RESOLUTION

At the forthcoming Annual general Meeting, there is 2 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 April 1, 2021 to March 31, 2022
Financial reporting for the quarter ending June 30, 2021	Within 45 days of the end of Quarter.*
Financial reporting for the quarter ending September 30, 2021	
Financial reporting for the quarter ending December 31, 2021	
Financial reporting for the quarter ending March 31, 2022	Within 60 days of end of Quarter**
Annual General Meeting for the year ending 31st March, 2022	Last week of September 2022

DISTRIBUTION OF SHAREHOLDINGS AS ON MARCH 31, 2022

Number Of Equity Shareholdings	No. of Share Holders	Percentage of Shareholders (%)	Number of Shares	Percentage of Shares (%)
UPTO 5000	633	92.2741	100080	0.3249
5001 to 10000	9	1.3120	83440	0.2709
10001 to 20000	7	1.0204	101910	0.3309
20001 to 30000	10	1.4577	283460	0.9203
30001 to 40000	3	0.4373	97200	0.3156
40001 to 50000	2	0.2915	89850	0.2917
50001 to 100000	2	0.2915	186890	0.6068
Above 100000	20	2.9155	29857170	96.9389
TOTAL	686	100	30800000	100

SHAREHOLDING PATTERN (CATEGORY WISE) AS ON MARCH 31, 2022

Category	No. of Shares	Percentage (%)
Promoters Group	22,98,966	74.6418
Bodies Corporate	9781	0.3176
Market Makers	-	-
Individuals	709345	23.0306
Mutual Funds and UTI	-	-
Venture Capital Funds	-	-
NRI's / OCBs	61908	2.0100
TOTAL	30,80,000	100.00

DEMATERILISATION OF SHARES

Percentage of Shares in

Physical Form: 34258

Electronic From in NSDL: 580251

Electronic From in CDSL: 2465491

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 follows the SCORES a redressed the shareholders complaints well within the stipulated time

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

As provided under Regulation 15(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the compliance with Corporate Governance as specified in Regulation 17 to 27, 46(2)(b) to (i) & Para c, d & e of Schedule V are not applicable to the company as paid-up share capital doesn't exceed Rs 10 Crore and net worth not exceeding rupees 25 crore.

INVESTORS' CORRESPONDENCE

The Shareholders can contact the Company at Flat No. 601, 6th Floor, Nanda Tower 90, Phears Lane Kolkata-700012.

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 2021-22.
- **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, 2022, 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 Managing Director and Chief Financial Officer.

For Rajputana Investment & Finance Limited

Date: 29.06.2022

Place: Kolkatta

Jijin C Surendran
Director (DIN: 03305487)

MANAGEMENT DISCUSSION & ANALYSIS REPORT

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

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

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

OVERVIEW :

Our Company Rajputana Investment & Finance Limited was incorporated on September 22, 1941 under the Indian Companies Act, 1913 as a Public Limited Company and received Certificate for Commencement of Business on September 23, 1941 in the State of West Bengal. The Corporate Identification Number (CIN) of the Company is L65929WB1941PLC010731. The Authorized Capital of the Company is Rs. 4,00,00,000/- (Rupees Four Crore only) and Paid-up Capital is Rs. 30,80,00,000/- (Rupees Three Crore Eight Lakhs only).

BUSINESS OVERVIEW:

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

FINANCIAL INDUSTRY OVERVIEW:

The new object of the company is *“To do the business of pre-owned luxury cars and related activities”*. The board at its meeting held on 05.03.2022 proposed to change its business and approved by shareholders through postal ballot on 08.05.2022

FINANCIAL AND OPERATIONAL PERFORMANCE:

Sl.No.	Particulars	Year Ended March 31, 2021	Year Ended March 31, 2022
1	Total Revenue	24.06	28.75
2	Total Expenses	22.35	26.85
3	Profit/(Loss) before taxation	1.71	1.90
4	Less: Tax Expense	0.44	0.49
5	Profit/(Loss) after tax	1.27	1.41

INTERNAL CONTROLS SYSTEM & ADEQUACY

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

- Safeguarding Assets and their usage.
- Maintenance of Proper Accounting Records and
- Adequacy and Reliability of the information used for carrying on Business Operations.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES:

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

BUSINESS STRENGTHS

1) Well Qualified and Experienced Promoters

Our management team is backed by promoters who have requisite experience in business field and 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: To do the business of pre-owned luxury cars and related activities the relationship with the clients is more important. Having a strong connection based on trust and communication helps customers feel more secure and connected with a brand, and it can also lead to growing customer retention. For better customer relationships after the sale or service process is complete, management & staff in the company continue to work with customers to keep them up to date on products and services to maintain that relationship

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.

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: 29.06.2022

Jijin C Surendran
(Director)
Din: 03305487

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 2022, the statement of profit and loss and the statement of Cash Flows for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'Standalone Financial Statements').

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2022, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

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

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India,

including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

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

AUDITOR'S RESPONSIBILITY

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

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

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by sub-section 3 of Section 143 of the Act, we report that:

(a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) the Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rule issued thereunder;
- (e) on the basis of the written representations received from the directors as on 31st March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “ANNEXURE - A”;
- (g) with respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

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

- (h) with respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us: -

- i. The Company did not have any pending litigations in its financial statements.
- ii. The Company did not have any long term contract including derivative contract which may lead to any foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor’s Report) Order, 2020 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the “ANNEXURE – B” a statement on the matters specified in the Order, to the extent applicable.

For Gupta Agarwal & Associates
Chartered Accountants
FRN : 329001E

J.S Gupta
(Partner)
Membership No. : 059535
UDIN: 22059535AJGQAF3252

Date: 19.05.2022
Place: Kolkata

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 2022 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 2022, 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 : 329001E

J.S Gupta
(Partner)
Membership No. : 059535
UDIN: 22059535AJGQAF3252

Date: 19.05.2022

Place: Kolkata

“Annexure B” to the Independent Auditor’s Report

Referred to in paragraph 2 under the heading ‘Report on Other Legal & Regulatory Requirement’ of report of even date to the standalone financial statements of the company for the year ended March 31, 2022; we report that:

1. PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS [Clause 3(i)]:

- (a) The company has maintained proper records showing full particulars, including quantitative details and situation of its Property, Plant and Equipment.
- (b) The company is maintaining proper records showing full particulars of intangible assets.
- (c) As explained to us, these Property, Plant and Equipment have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
- (d) The title deeds of immovable properties are held in the name of the company.
- (e) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (f) No proceedings have been initiated or are pending against the company for holding any Benami property under the “Benami Transactions (Prohibition) Act, 1988 and Rules made thereunder.

2. INVENTORY [Clause 3(ii)]

- a According to the information and explanations given to us, the company does not own any inventory during the period under review and hence this clause is not applicable to the company.

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

The company has made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships or any other parties during the year.

The company has provided loans or provided advances in the nature of loans to any other entity during the year.

The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to subsidiaries, joint ventures and associates – NIL

The aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to parties other than subsidiaries, joint ventures and associates are as follows:

Amount during the year: Nil

Outstanding as on 31.03.2022: Rs. 66.50 lakhs

The investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company’s interest;

In respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has not been stipulated.

If the amount is overdue, state the total amount overdue for more than ninety days, and whether reasonable steps have been taken by the company for recovery of the principal and interest- The schedule of repayment of principal and payment of interest has not been stipulated.

There is no loan or advance in the nature of loan granted which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties

The Company has granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment:

(Rs. In Lakhs)			
	All Parties	Promoters (Including Directors)	Related Parties
Aggregate amount of loans/ advances in nature of loans- - Repayable on demand (A)	66.50	--	--
Aggregate amount of loans/ advances in nature of loans- - Agreement does not specify any terms or period of repayment (B)	Nil	NII	
Total (A+B)	66.50	--	--
Percentage of loans/ advances in nature of loans to the total loans	100 %	--	--

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

In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.

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. Accordingly, the paragraph 3(v) of the order is not applicable to the company and hence not commented upon.

6. COST RECORDS [Clause 3(vi)]

As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

7. STATUTORY DUES [Clause 3(vii)]

(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 to the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2022 for a period of more than six months from the date on when they become payable.

(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. SURRENDERED OR DISCLOSED INCOME [Clause 3(viii)]

There are no such transactions which are not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

9. REPAYMENT DUES [Clause 3(ix)]

In our opinion and according to information and explanations given to us, the company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government. The company has not issued any debentures.

The company is not a declared willful defaulter by any bank or financial institution or other lender.

The company has not taken any term loan and hence this clause related to utilization of term loan is not applicable to the company.

The company has not taken any short-term loan and hence this clause related to utilization of short-term loan is not applicable to the company.

The Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.

10. UTILISATION OF INTIAL AND FURTHER PUBLIC OFFER [Clause 3(x)]

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) for the financial year ended on 31st March, 2022.

The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.

11. FRAUD AND WHISTLE-BLOWER COMPLAINTS [CLAUSE 3(xi)]

To the best of our knowledge and according to the information and explanations given to us, no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

No report under sub-Section (12) of Section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.

Whistle-blower complaints have not been received during the year by the Company.

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, 2020 w.r.t. Nidhi Company is not applicable to company. Accordingly, the paragraph 3(xii) of the order is not applicable to the company and hence not commented upon.

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

In our opinion and according to information and explanations given to us 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. INTERNAT AUDIT: [CLAUSE 3(xiv)]

The company has an internal audit system commensurate with the size and nature of its business.

The reports of the Internal Auditors were not made available to us for verification, so we are not able to comment upon.

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

In our opinion and according to information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the paragraph 3(xv) of the order is not applicable to the company and hence not commented upon.

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. Accordingly, the paragraph 3(xvi) of the order is not applicable to the company.

The Company has not conducted any Non-Banking Financial or Housing Finance activities during the year.

The Company is not a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India.

17. CASH LOSSES [Clause 3(xvii)]

The Company has not incurred cash losses in the Financial Year 2021-22 and in the immediately preceding financial year.

18. RESIGNATION OF STATUTORY AUDITORS [Clause 3(xviii)]

In our opinion no auditor has resigned from the post of the statutory auditors during the period under review.

19. MATERIAL UNCERTAINTY ON MEETING LIABILITIES [Clause 3(xix)]

On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

20. TRANSFER TO FUND SPECIFIED UNDER SCHEDULE VII OF COMPANIES ACT, 2013 [Clause 3(xx)]

The provision relating to transfer to fund specified under schedule vii of the Companies Act, 2013 is not applicable to the company.

21. ADVERSE REMARKS IN CONSOLIDATED FINANCIAL STATEMENTS [Clause 3(xxi)]

The company is not required to prepare consolidated financial statements for the period under review, accordingly, the paragraph 3(xxi) of the order is not applicable to the company.

For Gupta Agarwal & Associates
Chartered Accountants
FRN : 329001E

J.S Gupta
(Partner)
Membership No. : 059535
UDIN: 22059535AJGQAF3252

Date: 19.05.2022

Place: Kolkata

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.

1.2. Basis of Preparation of Financial Statements

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

1.3. Use of Estimates

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

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

1.4. Provision for Current and Deferred Tax

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

1.5.

Investments

Classification:

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

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

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

Measurement:

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

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

Impairment of financial assets

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

1.6. **Current Assets, Loans & Advances**

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

1.7. **Recognition of Income & Expenditure**

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

1.8. Earning Per Shares

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

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

1.9. Provision, Contingent Liabilities and Contingent Assets

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

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

1.10. Cash Flow Statement

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

1.11. Cash & Cash Equivalents

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

1.12. Borrowing Cost

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are

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

1.13. Property, Plant & Equipment and Intangible Assets & Depreciation

- (a) Fixed Assets are stated at Cost less accumulated depreciation. The Company has capitalized all cost relating to the acquisition and installation of Fixed Assets.
- (b) Depreciation is provided on Fixed Assets on Written down value Method on the basis of Useful Life as prescribed under Part C of Schedule - II of the Companies Act, 2013.
- (c) Cost of the fixed assets not ready for their intended use at the Balance Sheet date together with all related expenses are shown as Capital Work-in-Progress.

Segment Reporting

1.14 A. Business Segments:

Based on the guiding principles given in Accounting Standard 17 (AS - 17) on Segment Reporting issued by ICAI, the Company has only one reportable Business Segment. Accordingly, the figures appearing in these financial statements relate to the Company's single Business Segment.

B. Geographical Segments:

The Company activities / operations are confined to India and as such there is only one geographical segment. Accordingly, the figures appearing in these financial statements relate to the Company's single geographical segment.

1.15. Payment to Auditors

<u>Particulars</u>	March, 2022	March, 2021
Statutory Audit Fees, Tax Audit, Certification Fees	59,000	59,000
Total	59,000	59,000

1.1 Related Party Disclosers

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

(i) Key Managerial Personnel:

Kochumathew Chowailoor Joseph	Managing Director/CFO
Bahuleyan Raman Nalupurakkal	Director
Jijin C Surendran	Director
Liji Jimmy T	Director
Mathew Jose	Director
Sunny Mathew	Director

Thadathilakath Kunjumammed Abdul Jaleel	CFO
Surya Prakash Pandey	Company Secretary
Vinitha V	Company Secretary

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

(iii) **Transaction with related parties:**

Figures in lacs	
<u>Particulars</u>	<u>2021-2022</u>
<u>Transaction with Key Managerial Personnel</u>	
<u>Remuneration to:</u>	
Kochumathew Chowailoor Joseph	1.20
Vinitha V	0.91
Surya Prakash Pandey	1.75
Thadathilakath Kunjumammed Abdul Jaleel	0.42
<u>Directors Sitting Fees :</u>	
Kochumathew Chowailoor Joseph	0.25
Bahuleyan Raman Nalupurakkal	0.25
Sunny Mathew	0.25
Mathew Jose	0.25
Liji Jimmy T	0.20
Jijin C Surendran	0.10
<u>Balance outstanding at the year end</u>	
Receivable	NIL
Payable	Nil

1.17. 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 Rajputana Investment & Finance Limited

Kochumathew Chowailoor Joseph
Managing Director
DIN: 02685057

Villadath Vinita
Company Secretary
ACS59401

Jijin Chanayil Surendran
Director
DIN:03305487

T.K Abdul Jaleel
CFO

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

Jay Shanker Gupta
Partner
Membership No. - 059535

RAJPUTANA INVESTMENT & FINANCE LIMITED
BALANCE SHEET as at 31st March, 2022

(Rupees in Lakhs)

SL. NO.	PARTICULARS	NOTE NO.	As at 31st March, 2022	As at 31st March, 2021
I.	<u>ASSETS</u>			
1	NON-CURRENT ASSETS			
a)	PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS	2	0.13	0.36
b)	FINANCIAL ASSETS			
i)	INVESTMENTS	3	200.00	-
c)	DEFERRED TAX ASSETS	4	0.01	-
2	CURRENT ASSETS			
a)	FINANCIAL ASSETS			
i)	TRADE RECEIVABLES	5	-	-
ii)	LOAN	6	66.50	87.21
iii)	CASH AND CASH EQUIVALENTS	7	40.93	220.34
b)	OTHER CURRENT ASSETS	8	6.22	4.80
	TOTAL		313.79	312.70
II.	<u>EQUITY AND LIABILITIES</u>			
1	SHAREHOLDERS FUNDS			
a)	EQUITY SHARE CAPITAL	9	308.00	308.00
b)	OTHER EQUITY	10	3.37	1.96
	<i>TOTAL (1)</i>		311.37	309.96
	DEFERRED TAX LIABILITIES		-	0.00
2	CURRENT LIABILITIES			
a)	OTHER CURRENT LIABILITIES	11	1.83	2.15
b)	SHORT TERM PROVISIONS	12	0.59	0.59
	<i>TOTAL (2)</i>		2.42	2.74
	TOTAL (1+2)		313.79	312.70
	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 <div style="text-align: right;"> T.K Abdul Jaleel CFO </div> <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> Jijin Chanayil Surendran Director DIN: 03305487 </div> <div style="width: 30%;"> Kochumathew Chowailoor Joseph Managing Director DIN : 02685057 </div> <div style="width: 30%;"> Villadath Vinita Company Secretary ACS59401 </div> </div>
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Place : Kolkata

Date : 19th May, 2022

RAJPUTANA INVESTMENT & FINANCE LIMITED
STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2022

(Rupees in Lakhs)

SL. NO.	PARTICULARS	NOTE NO.	For the year ended 31st March, 2022	For the year ended 31st March, 2021
I.	<u>INCOME</u>			
1	REVENUE FROM OPERATIONS	13	-	-
2	OTHER INCOME	14	28.75	24.06
	TOTAL REVENUE		28.75	24.06
II.	<u>EXPENSES</u>			
1	PURCHASE OF STOCK-IN-TRADE	15	-	-
2	EMPLOYEE BENEFITS EXPENSES	16	6.42	5.10
3	DEPRECIATION & AMORTIZATION EXPENSE	17	0.23	0.11
4	OTHER EXPENSES	18	20.20	17.14
	TOTAL EXPENSES		26.85	22.35
III.	PROFIT BEFORE TAX		1.90	1.71
IV.	TAX EXPENSE			
1	CURRENT TAX		0.51	0.44
2	DEFERRED TAX		(0.02)	0.00
V.	PROFIT / (LOSS) AFTER TAX FOR THE PERIOD		1.41	1.27
VI.	EARNING PER EQUITY SHARE			
1	BASIC		0.05	0.04
2	DILUTED		0.05	0.04
	SIGNIFICANT ACCOUNTING POLICIES	1		
	NOTES ON FINANCIAL STATEMENT	2-18		

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 <div style="text-align: right;"> T.K Abdul Jaleel CFO </div> <div style="display: flex; justify-content: space-between;"> <div style="width: 30%;"> Jijin Chanayil Surendran Director DIN: 03305487 </div> <div style="width: 30%;"> Kochumathew Chowailoor Joseph Managing Director DIN : 02685057 </div> <div style="width: 30%;"> Villadath Vinitha Company Secretary ACS59401 </div> </div>
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Place : Kolkata
Date : 19th May, 2022

NOTES : Forming Part of the Financial Statement

(Rupees in Lakhs)

NOTE NO.	PARTICULARS	As at 31st March, 2022	As at 31st March, 2021
2	<u>PROPERTY, PLANT & EQUIPMENT</u>		
	TANGIBLE ASSETS	0.13	0.36
		0.13	0.36
3	<u>FINANCIAL ASSETS</u>		
	INVESTMENT IN NCD (VANCHINAD FINANCE PRIVATE LIMITED)	200.00	-
		200.00	-
4	<u>DEFERRED TAX ASSETS</u>		
	DEFERRED TAX ASSETS	0.01	(0.00)
		0.01	(0.00)
5	<u>TRADE RECEIVABLE</u>		
5.1		-	-
		-	-
6	<u>LOAN</u>		
6.1	UNSECURED CONSIDERED GOOD		
	DREDGING AND DESILTATION CO PRIVATE L	-	20.71
6.2	<u>OTHERS</u>		
	CHOKHANI REALTORS PRIVATE LIMITED	54.00	54.00
	SHIVDARSHAN COMMERCIAL PRIVATE LIMIT	12.50	12.50
	(Above advances are Interest free advance given against property)		
		66.50	87.21
7	<u>CASH & CASH EQUIVALENTS</u>		
7.1	BALANCE WITH BANKS - IN CURRENT ACCOUNT	40.84	220.25
7.2	CASH IN HAND	0.09	0.09
		40.93	220.34
8	<u>OTHER CURRENT ASSETS</u>		
8.1	SECURITY DEPOSIT	2.00	1.80
8.2	PREPAID EXPENSES	-	0.48
8.3	TAX DEDUCTED AT SOURCE (NET OFF PROVISION FOR TAXES)	4.22	2.52
		6.22	4.80
9	<u>EQUITY SHARE CAPITAL</u>		
9.1	AUTHORISED		
	40,00,000 (L.Y. 40,00,000) Equity Shares of Rs. 10/- each	400	400
9.2	ISSUED, SUBSCRIBED & PAID UP		
	30,80,000 (L.Y. 30,80,000) Equity Shares of Rs. 10/- each	308	308
9.3	Reconciliation of the shares outstanding at the beginning and at the end of the reporting period :	Nos of Shares	Nos of Shares
		As at 31st March, 2022	As at 31st March, 201
a)	Shares outstanding at the beginning of the year	30,80,000	30,80,000
b)	Add : Share Issued during the year - Bonus Share	-	-
		30,80,000	30,80,000
9.4	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

(Rupees in Lakhs)

9.5 DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES OF THE COMPANY

Name of the Share Holder	As at 31st March, 2022		As at 31st March, 2021	
	Shares Held	% of Holding	Shares Held	% of Holding
BRD DEVELOPERS AND BUILDER	18,71,816	60.77	18,71,816	60.77
SRINANDAN AGARWALLA	1,53,983	5.00	1,53,983	5.00

9.6 DETAILS OF PROMOTERS SHAREHOLDING OF THE COMPANY

Name of the Share Holder	As at 31st March, 2022		As at 31st March, 2021		
	Shares Held	% of Holding	Shares Held	% of Holding	% change during the year
WILLIAM VARGHESE C C	1,00,600	3.27	1,00,600	3.27	-
KOCHUMATHEW C J	1,00,000	3.25	1,00,000	3.25	-
APPUMON CK	60,150	1.95	60,150	1.95	-
SURENDRAN CG	50,000	1.62	50,000	1.62	-
TORISON P A	20,000	0.65	20,000	0.65	-
JIMSON P A	20,000	0.65	20,000	0.65	-
EDISON P A	20,000	0.65	20,000	0.65	-
ANTONY P D	20,000	0.65	20,000	0.65	-
KOCHUTHERESSIA	20,000	0.65	20,000	0.65	-
GIGY VARGHESE P	16,400	0.53	16,400	0.53	-
B R D DEVELOPERS AND BUILDE	18,71,816	60.77	18,71,816	60.77	-

NOTE NO.	PARTICULARS	As at 31st March, 2022	As at 31st March, 2021
10	<u>OTHER EQUITIES</u>		
10.1	GENERAL RESERVE		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	1.60	1.60
	ADDITIONS DURING THE YEAR	-	-
	AT THE END OF THE ACCOUNTING PERIOD	1.60	1.60
10.2	RESERVE FUND		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	0.73	0.73
	ADDITIONS DURING THE YEAR	-	-
	AT THE END OF THE ACCOUNTING PERIOD	0.73	0.73
10.3	SECURITIES PREMIUM ACCOUNT		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	2.00	2.00
	ADDITIONS / (DELETION) DURING THE YEAR	-	-
	AT THE END OF THE ACCOUNTING PERIOD	2.00	2.00
10.4	SURPLUS		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	(2.37)	(3.64)
	PROFIT / (LOSS) DURING THE YEAR	1.41	1.27
	(BALANCE IN STATEMENT OF PROFIT & LOSS ACCOUNT)		
	AT THE END OF THE ACCOUNTING PERIOD	(0.96)	(2.37)
	TOTAL	3.37	1.96
11	<u>OTHER CURRENT LIABILITIES</u>		
11.1	OTHER CURRENT LIABILITIES		
		1.83	2.15
		1.83	2.15
12	<u>SHORT-TERM PROVISIONS</u>		
12.1	PROVISION FOR TAXATION	(0.00)	-
12.2	PROVISION FOR AUDIT FEE	0.59	0.59
		0.59	0.59

NOTES : Forming Part of the Financial Statement

(Rupees in Lakhs)

NOTE NO.	PARTICULARS	As at 31st March, 2022	As at 31st March, 2021
13	<u>REVENUE FROM OPERATIONS</u>		
13.1	SALES OF STOCK-IN-TRADE	-	-
		-	-
14	<u>OTHER INCOME</u>		
14.1	CONSULTANCY INCOME	-	-
14.2	INTEREST INCOME	28.75	24.06
		28.75	24.06
15	<u>PURCHASE OF STOCK-IN-TRADE</u>		
15.1	PURCHASES OF STOCK-IN-TRADE	-	-
		-	-
16	<u>EMPLOYEE BENEFITS EXPENSE</u>		
16.1	SALARY AND WAGES		
	DIRECTORS REMUNERATION	1.20	
	DIRECTORS SITTING FEES	1.30	
	OFFICE STAFF SALARY	3.92	4.73
16.2	OTHER EXPENSES		
	WORKERS AND STAFF WELFARE	-	0.37
		6.42	5.10
17	<u>DEPRECIATION & AMORTIZATION EXPENSES</u>		
17.1	DEPRECIATION	0.23	0.11
		0.23	0.11
18	<u>OTHER EXPENSES</u>		
18.1	ADMINISTRATIVE EXPENSE		
	ADVERTISEMENT	0.58	0.46
	AGM EXPENSES	-	-
	AUDIT FEES	0.59	0.59
	BANK CHARGES	0.01	0.01
	BOARD MEETING FEES	1.30	0.65
	CERTIFICATION CHARGES	-	0.08
	CONVEYANCE EXPENSES	0.10	-
	DEPOSITORIES	0.54	0.43
	FILING FEES	0.09	0.10
	GENERAL EXPENSES	0.76	1.58
	INTEREST PAID	0.01	0.01
	LEGAL & PROFESSIONAL FEES	6.95	5.00
	LISTING EXPENSES	5.13	3.65
	INTERNET EXPENSES	0.06	-
	ELECTRICITY CHARGES	0.06	0.09
	MAINTAINANCE & SERVICE CHARGES	0.11	0.47
	RENT, RATES & TAXES	3.60	3.77
	TELEPHONE EXPENSES	0.05	0.05
	CONSULTANCY FEES	0.25	0.23
		20.20	17.14

Notes 1 to 14 signed by the following

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		
		T.K Abdul Jaleel CFO
Jijin Chanayil Surendran Director DIN : 03305487	Kochumathew Chowailoor Joseph Managing Director DIN : 02685057	Villadath Vinitha Company Secretary ACS59401

Place : Kolkata

Date : 19th May, 2022

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2022

(Rupees in Lakhs)

SL. NO.	PARTICULARS	As at 31st March, 2022	As at 31st March, 2021
(A)	Cash flow from Operating Activities:		
	Profit Before Tax	1.90	1.71
	<u>Adjustments for:</u>		
	Depreciation	0.23	0.11
	Operating Capital before Working capital charges	2.13	1.82
	<u>Change in Working Capital</u>		
	Receivables (Increase)/decrease	-	3.94
	Short Term Provisions - Increase/(Decrease)	(0.00)	0.19
	Other Current Liabilities - Increase/(Decrease)	(0.32)	(2.38)
	Other Current Assets - (Increase)/Decrease	(1.42)	(1.10)
	Cash Flow from Operating Activities before Income Tax	(1.74)	0.64
	Income Tax Paid / Adjustments	(0.51)	(0.44)
	Net cash flow from/(used in) operating activities (A)	(0.12)	2.02
(B)	Cash Flow From Investing Activities:		
	Proceeds from sale/(purchase)of investments	(200.00)	151.42
	Proceeds from sale/(purchase)of Fixed Assets	-	(0.31)
	Short Term Loans & Advances - (Increase)/Decrease	20.71	14.19
	Net Cash flow from /(used in) investing activities (B)	(179.29)	165.29
(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)	(179.41)	167.32
	Cash and cash equivalents at the beginning of the year	220.34	53.02
	Cash and cash equivalents at the end of the year	40.93	220.34
	Components of cash and cash equivalents		
	Balances with Banks in Current Account	40.84	220.25
	Cash in Hand	0.09	0.09
	Total cash and cash equivalents	40.93	220.34

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

T.K Abdul Jaleel
CFO

Jijin Chanayil
Surendran
Director
DIN : 03305487

Kochumathew Chowailoor Joseph
Managing Director
DIN : 02685057

Villadath Vinitha
Company Secretary
ACS59401

Place : Kolkata

Date : 19th May, 2022

NOTE 2
PROPERTY, PLANT & EQUIPMENTS AND INTANGIBLE ASSETS

[illegible]

DEPRECIATION CHART FOR F. Y. 2021-22

NOTE-8 : PROPERTY, PLANT & EQUIPMENT AND INTANGIBLE ASSETS
FOR ASSETS EXISTING AS ON 31.03.2022

Date of Purchase / Put to use	Particular	Original Cost (Rs)	Dep charged upto 31.03.2021	WDV as on 01.04.2021	Additions	Life as per Co. Act, 2013	Life Used till 31/03/2020	Remaining Life	Salvaged value	Depreciable amount over whole life	Rate of Dep. (WDV)	No. of days used	Dep for the Year 2020-21	WDV as on 31st Mar 2022
4-Nov-2019	Printer	20,200	12,644	7,556	-	3.00	-	3.00	1,010	19,190	63.16%		4,772	2,784
3-Dec-2020	Computer & Peripheral	31,468	3,386	28,082	-	3.00	-	3.00	1,573	29,895	63.16%	118	17,737	10,345
	Total Assets	51,668	16,030	35,638	-				2,583	49,085			22,509	13,129

DEPRECIATION AS PER INCOME TAX

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	AS ON 31.03.20	ADDITION / DELETION	AS ON 31.03.21	AS ON 31.03.20	FOR THE PERIOD	AS ON 31.03.21	AS ON 31.03.20	AS ON 31.03.21
Printer	16,160	-	16,160	-	6,464	6,464	-	9,696
Computer	25174	0	25,174		10,070	10,070		15,104
	-	-	-	-	-	-	-	-
TOTAL	41,334	-	41,334	-	16,534	16,534	-	24,800

RAJPUTANA INVESTMENT AND FINANCE LIMITED

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

Corporate Office Address: 8/82/3, BRD Complex, Kozhikode Road, Parempadam
Kunnamkulam Via, Thrissur Dist Kerala-680519