

NOTICE

NOTICE is hereby given that the Seventy- Eighth Annual General Meeting of the Members of Rajputana Investment & Finance Limited will be held on Monday, December 28, 2020 at 1:00 p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS: -

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 as on that date reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions.
2. To appoint Director in place of Shri Kochumathew Chowailoor Joseph [DIN 02685057) who retires by rotation and being eligible, offers himself for reappointment.

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

Dated: December 03, 2020

**Sd/-
Annu Jain
Company Secretary
ACS – 49846**

Registered Office:

“Nanda Tower”, 90 Phears Lane, Room No.601,
6th Floor, Kolkata – 700 012
CIN: L65929WB1941PLC010731
Website: www.rajputanainvestment.com
Email id: info@rajputanainvestment.com
Phone No: 8232027550

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the company.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. On Account of threat posed by COVID-19 and in of the above mentioned MCA Circulars and SEBI Circular, the Company has sent the Annual Report, Notice of AGM and e-voting instructions only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below: Those shareholders who have registered/not registered their e-mail address or registered an incorrect e-mail address and mobile numbers including address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with M/s. Maheshwari Datamatics Private Limited, Registrar & Transfer Agent of the Company (“RTA”) in case of shares are held in physical form.
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Members are requested to intimate change in their email id, if any, immediately to the Company’s Registrar & Share Transfer Agent M/s. Maheshwari Datamatics Private Limited, 23 R.N Mukherjee Road, 5th Floor, Kolkata - 700 001 by quoting their Folio Number(s).

7. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website, websites of the Stock Exchanges, BSE Limited at www.bseindia.com respectively, and on the website of Company’s Registrar and Transfer Agent, Maheshwari Datamatics Private Limited (“MDPL”) at www.mdpl.in.

8. FOR RECEIVING ALL COMMUNICATION (INCLUDING ANNUAL REPORT) FROM THE COMPANY ELECTRONICALLY:

- a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by following this link - <http://mdpl.in/form/email-update> & for PAN Updating <http://mdpl.in/form/pan-update>.
- b) Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant.

9. PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

- a) The Company will provide VC /OAVM facility to its Members for participating at the AGM.
 - b) Members will be able to attend the AGM through VC / OAVM or view the live webcast at <https://www.evotingindia.com> by using their e-voting login credentials and selecting the EVSN of the company's AGM.
 - c) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 - d) 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.
 - e) Members are requested to follow the procedure given below:
 - Launch internet browser (chrome/firefox/safari) by typing the URL:
 - Enter the login credentials (i.e., User ID and password for e-voting).
 - After logging in, click on "Video Conference" option
 - Then click on camera icon appearing against AGM event of Rajputana Investment & Finance Limited, to attend the Meeting.
10. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions mentioned in the Notice.
11. Shareholders 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 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@rajputanainvestment.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@rajputanainvestment.com. These queries will be replied to by the company suitably either by mail or in the email id of the company .
- course of the meeting. Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
 - Facility to join the meeting shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
 - Members who need assistance before or during the AGM, can contact helpdesk.evoting@cdslindia.com. or call on toll free numbers 1800-425-891800-345-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

- 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 at the AGM.
- Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

12. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM

- Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations, the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means (“e-voting”). in below (“remote e-voting”).
- Further, the facility for voting through electronic voting system will also be made available at the Meeting (“Insta Poll”) and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.
- Members may cast their votes remotely, using an electronic voting system on the dates mentioned he The Company has engaged the services of CDSL as the agency to provide e-voting facility.
- The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below:
- The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting:	10:00 a.m. on Friday, December 25, 2020
End of remote of e-voting:	5:00 p.m. on Sunday, December 27, 2020
- The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by MDPL upon expiry of the aforesaid period.
- Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his share in the paid-up equity share capital of the Company as on the cut-off date, i.e. Monday, December 21, 2020.
- The Board of Directors of the Company has appointed Mr. Vishnu Agarwal, a Practising Company Secretary, Proprietor, as Scrutiniser to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.
- In view of the amendment made to the Section 139 of the Companies Act, 2013 vide the Companies (Amendment) Act, 2017 which is effective from May 07, 2018, annual ratification of appointment of Statutory Auditors have been done away with. Hence no resolution has been proposed for the same.
- Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

- k) At the Seventy Fifth AGM held on 21st July, 2017 the Members approved appointment of M/s. Gupta Agarwal & Associates, (Firm Registration No:329001E) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the Eightieth AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Seventy Eighth AGM.

I. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

A. VOTING THROUGH ELECTRONIC MEANS

- In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to provide Members the facility to exercise their right to vote at the AGM of the Company by electronic means and the business may be transacted through E-voting Services provided by Central Depository Services (India) Limited (CDSL).
- The remote e-voting period commences on Friday, December 25, 2020 (10:00 a.m. IST) and ends on Sunday, December 27, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, December 21, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- The voting rights of shareholders shall be in proportion to their shares of the paid-up Equity Share Capital of the Company as on the cut-off date of December 21, 2020
- M/s. Vishnu Agarwal & Associates, Practicing Company Secretary, Kolkata (Practicing No. 21322), has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
- The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 05th December 2020.
- Notice of the AGM along with the process, instructions, and the manner of conducting E-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s).
- Investors who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. December 21, 2020 are requested to send the written / email communication to the Company at info@rajputanainvestment.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for E-voting.

• **The instructions for e-voting are as under:**

In case of members receiving e-mail:

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

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

- After entering these details appropriately, click on “SUBMIT” tab.
Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.

- a) Maheshwari Datamatics Private Limited Click on the EVSN for the relevant “Rajputana Investment & Finance Limited” on which you choose to vote.
 - 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.
 - Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Note for Non-Individual Shareholders and custodians.
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the accounts (s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQ”) and e-voting manual available at www.evotingindia.com, under help Section or write an email to helpdesk.evoting@cdslindia.com.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and E-voting user manual for Shareholders available at the Downloads Section of www.evotingindia.com.
- If you are already registered with CDSL for E-voting, then you can use your existing user ID and password/PIN for casting your vote.
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- The Scrutinizer shall within a period not exceeding one (1) working days from the conclusion of the E-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.rajputanainvestment.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and Central Depository Services (India) Limited.
- The Notice of the 78th AGM and instructions for e-voting, is being sent by electronic mode to all the members whose email address are registered with the Company/Depository Participant(s).

- Members may also note that the Notice of the 78th AGM and the Annual Report 2019-20 will be available on the Company's website www.rajputanainvestment.com. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at info@rajputanainvestment.com.
- Members seeking any information or clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide replies at the meeting.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- The shares of the Company are under compulsory demat list of SEBI w.e.f October 01, 2000. The trading in equity shares can be only in demat form. In case you do not hold shares in demat form, you may do so by opening account with a depository participant and complete dematerialization formalities.

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

- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act.

ANNEXURE TO ITEM NO-2 OF THE NOTICE

- BRIEF PROFILE OF DIRECTOR BEING APPOINTED or RE-APPOINTED

Name	Shri Kochumathew Chawailoor Joseph
Din	02685057
Date of Appointment	30 th September 2019
Date of Birth	05 th May 1948
Qualifications	Higher Secondary
Directorship held in other public companies	3
Number of Shares held in the Company	100000

By Order of the Board
For Rajputana Investment & Finance Limited

Dated: December 03, 2020

Registered Office:

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