



**LIYA AND ASSOCIATES**

**COMPANY SECRETARY IN PRACTICE**

Phone: 96564 40562 | 91420 96033 | Email: liyaandassociates@gmail.com

**REPORT OF SCRUTINIZER**

[Pursuant to Section 108 and Section 110 of the Companies Act 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To

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

Dear Sir

**Sub: Scrutinizer's Report on postal ballot process conducted through electronic voting system in accordance with the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014**

I, Liya Antony, Practicing Company Secretary holding Membership No.ACS 39611 and Certificate of Practice No.19314 was appointed by the Board of Directors of RAJPUTANA INVESTMENT & FINANCE LTD ("the Company") as the scrutinizer for the purpose of conducting the postal ballot in respect of the Special Resolutions/Ordinary Resolution mentioned in the notice of postal ballot dated 08<sup>th</sup> April 2022.

I submit my report as under:

1. As per the General Circular No.14/2020 dated April 08, 2020 and General Circular No.17/2020 dated April 13, 2020 read with General Circular No. 33/2020 dated 28th September, 2021, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 (collectively referred to as "MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on account of the threat posed by COVID-19 pandemic situation, the Company has sent the postal ballot notice dated 08<sup>th</sup> April 2022 by email only to members who have registered their e-mail addresses with the Company/Depositories.



No.101, First Floor, Santhi K George Technology Arcade  
K C Joseph Road, Panampilly Nagar, Ernakulam - 682036, Kerala  
Ph: 0484 4022118, 9142096033, 9656440562

2. As per the MCA circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the notice, postal ballot forms and pre-paid Business Reply Envelopes were not dispatched to members for this postal ballot. Accordingly, the communication of the assent or dissent of the members had taken place through the remote e-voting system only.
3. The members of the Company holding equity shares as on the "cut-off date" i.e 31<sup>st</sup> March 2022 were entitled to vote on the proposed resolutions as set out in the notice of postal ballot dated 08<sup>th</sup> April 2022 through remote e-voting only.
4. The Company has published an advertisement on 09.04.2022 in "FINANCIAL EXPRESS" an English Newspaper and in "ARTHIK LIPI" a vernacular (Bengali) newspaper regarding completion of dispatch of notice of postal ballot dated 08<sup>th</sup> April 2022 and also specifying therein the matters prescribed in the Rules with regard to e-voting.
5. The Company has appointed Central Securities Depository Limited (CDSL) for facilitating e-voting to enable the members to cast their votes electronically. The remote e-voting facility was kept open from Saturday, 09<sup>th</sup> April 2022 at 9 AM (IST) till Sunday, 08<sup>th</sup> May 2022 at 5 PM (IST). The e-voting facility was blocked forthwith thereafter.
6. The votes cast by the members electronically were unblocked after 5 PM on 08<sup>th</sup> May 2022 in the presence of two witnesses not in the employment of the Company. The report of the members e-voting was downloaded thereafter.
7. The electronic votes recorded from Saturday, 09<sup>th</sup> April 2022 at 9 AM (IST) till Sunday, 08<sup>th</sup> May 2022 at 5 PM (IST) being the last date and time fixed by the Company for remote e-voting as available in the CDSL website have been considered in my scrutiny.
8. The summary of remote e-voting received for the following resolutions are as under:

**Resolution No: 1**

**Adoption of Memorandum of Association as per the provisions of the Companies Act, 2013-  
Special Resolution**

<b>Votes in favour of the resolution</b>	
Number of members	35
Number of votes cast by them	2219121
% of total number of valid votes cast	99.99
<b>Votes against the resolution</b>	
Number of members	3
Number of votes cast by them	10
% of total number of valid votes cast	0.01
<b>Invalid Votes</b>	NIL

**Result:** As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Resolution No: 1 as set out in the postal ballot notice dated 08<sup>th</sup> April 2022 is passed with requisite majority.



**Resolution No: 2****Adoption of Articles of Association as per the provisions of the Companies Act, 2013-Special Resolution**

<b>Votes in favour of the resolution</b>	
Number of members	35
Number of votes cast by them	2219121
% of total number of valid votes cast	99.99
<b>Votes against the resolution</b>	
Number of members	3
Number of votes cast by them	10
% of total number of valid votes cast	0.01
<b>Invalid Votes</b>	NIL

**Result:** As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Resolution No: 1 as set out in the postal ballot notice dated 08<sup>th</sup> April 2022 is passed with requisite majority.

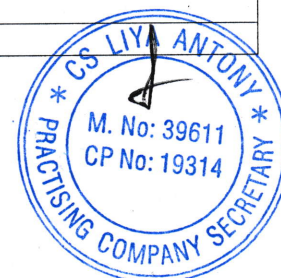
**Resolution No: 3****Alteration of Object Clause of Memorandum of Association-Special Resolution**

<b>Votes in favour of the resolution</b>	
Number of members	34
Number of votes cast by them	2219120
% of total number of valid votes cast	99.99
<b>Votes against the resolution</b>	
Number of members	3
Number of votes cast by them	10
% of total number of valid votes cast	0.01
<b>Invalid Votes</b>	NIL

**Result:** As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Resolution No: 1 as set out in the postal ballot notice dated 08<sup>th</sup> April 2022 is passed with requisite majority.

**Resolution No: 4****Shifting of registered office of the company-Special Resolution**

<b>Votes in favour of the resolution</b>	
Number of members	30
Number of votes cast by them	219100
% of total number of valid votes cast	99.99
<b>Votes against the resolution</b>	
Number of members	8
Number of votes cast by them	31
% of total number of valid votes cast	0.01
<b>Invalid Votes</b>	NIL





**Result:** As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, I report that the Special Resolution with regard to Resolution No: 1 as set out in the postal ballot notice dated 08<sup>th</sup> April 2022 is passed with requisite majority.

**Resolution No: 5**

**To regularize the appointment of Mr. Jijin Chanayil Surendarn as Director of the company-  
Ordinary Resolution**

<b>Votes in favour of the resolution</b>	
Number of members	35
Number of votes cast by them	219121
% of total number of valid votes cast	99.99
<b>Votes against the resolution</b>	
Number of members	3
Number of votes cast by them	10
% of total number of valid votes cast	0.01
<b>Invalid Votes</b>	NIL

**Result:** As the number of votes cast in favour of the resolution was not less than two times the number of votes cast against, I report that the Special Resolution with regard to Resolution No: 1 as set out in the postal ballot notice dated 08<sup>th</sup> April 2022 is passed with requisite majority.

Date: 09.05.2022  
UDIN: A039611D000290829

For LIYA AND ASSOCIATES

  
**LIYA ANTONY**  
Company Secretary In Practice  
Membership No: 39611, CP No: 19314  
No: 101, 1st Floor, K George Technology Arcade  
K C Joseph Road, Panampilly Nagar  
Ernakulam, Kerala - 682 036

**Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements), Regulations  
2015**

**RAJPUTANA INVESTMENT & FINANCE LTD**

<b>Date of the Postal Ballot</b>	08.04.2022
Total number of shareholders on record date	700
No. of shareholders present in the meeting either in person or through proxy:  Promoters and Promoter Group: Public	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing  Promoters and Promoter Group: Public	Not Applicable

**Agendawise disclosure (to be disclosed separately for each agenda item)**

**Agenda No: 1**

<b>Resolution required: (Ordinary/ Special)</b>	<b>Special Resolution(Adoption of Memorandum of Association as per the provisions of the Companies Act,2013)</b>
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No

Category	Mode of Voting	No of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No: of votes in favour (4)	No: of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	<b>E-voting</b>	<b>2298966</b>	2218966	96.52	2218966	0	100	0
	<b>Poll</b>							
	<b>Postal Ballot ( if applicable)</b>							
	<b>Total</b>							
<b>Public</b>	<b>E-voting</b>							



- Institution s	Poll	781034						
	Postal Ballot ( if applicable)							
	Total							
Public - Non-Institution s	E-voting		165	0.02	155	10	93.90	6.10
	Poll	3080000						
	Postal Ballot ( if applicable)							
	Total							
Total			2219131	72.04	2219121	10	99.99	0.01

Agenda No: 2

Resolution required: (Ordinary/ Special)	Special Resolution (Adoption of Articles of Association as per the provisions of the Companies Act, 2013)
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No: of votes in favour (4)	No: of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	2298966	2218966	96.52	2218966	0	100	0
	Poll							
	Postal Ballot ( if applicable)							
	Total							
Public - Institution	E-voting							
	Poll							



s	Postal Ballot ( if applicable)							
	Total							
Public - Non-Institutions	E-voting	781034	165	0.02	155	10	93.90	6.10
	Poll							
	Postal Ballot ( if applicable)							
	Total							
Total		3080000	2219131	72.04	2219121	10	99.99	0.01

Agenda No: 3

Resolution required: (Ordinary/ Special)	Special Resolution(Alteration of Object Clause of Memorandum of Association)
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No: of votes in favour (4)	No: of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	2298966	2218966	96.52	2218966	0	100	0
	Poll							
	Postal Ballot ( if applicable)							
	Total							
Public - Institutions	E-voting							
	Poll							
	Postal Ballot ( if applicable)							





	<b>Total</b>							
Public - Non-Institutions	E-voting	781034	164	0.02	154	10	93.90	6.10
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
<b>Total</b>		<b>3080000</b>	<b>2219130</b>	<b>72.04</b>	<b>2219120</b>	<b>10</b>	<b>99.99</b>	<b>0.01</b>

#### Agenda No.4

Resolution required: (Ordinary/ Special)	Special Resolution (Shifting of registered office of the company)
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No: of votes in favour (4)	No: of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	2298966	2218966	96.52	2218966	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public - Institutions	E-voting	781034						
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public -	E-voting	781034	165	0.02	134	31	81.22	18.78



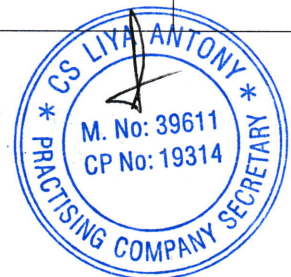


Non-Institutions								
	Poll							
	Postal Ballot ( if applicable)							
	Total							
Total		3080000	2219131	72.04	2219100	31	99.99	0.01

#### Agenda No.5

Resolution required: (Ordinary/ Special)	Ordinary Resolution (To regularize the appointment of Mr Jijin Chanayil Surendarn as Director of the company)
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No of Shares held (1)	No of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No: of votes in favour (4)	No: of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	2298966	2218966	96.52	2218966	0	100	0
	Poll							
	Postal Ballot ( if applicable)							
	Total							
Public - Institutions	E-voting							
	Poll							
	Postal Ballot ( if applicable)							
	Total							
Public -	E-voting	781034	165	0.02	155	10	93.90	6.10



Non-Institutions								
	Poll							
	Postal Ballot (if applicable)							
	Total							
Total		3080000	2219131	72.04	2219121	10	99.99	0.01

For LIYA AND ASSOCIATES

LIYA ANTONY  
 Company Secretary In Practice  
 Membership No: 39611, CP No: 19314  
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 Ernakulam, Kerala - 682 036

