

Date: September 6, 2021

To,
Department of Corporate Service
The Bombay Stock Exchange
BSE Limited
25 P. J. Tower, Dalal Street,
Mumbai – 400001

To,
Secretary
The Calcutta Stock Exchange
CSE Limited
7, Lyons Range,
Kolkata 700001

Ref: Scrip Code: 539090
Scrip Code in CSE: 28089

Sub: Submission of 79th Annual Report for the Financial Year 2020-21

Dear Sir(s)

We hereby submit the soft copy of the 79th Annual Report of Rajputana Investment & Finance Limited for the financial year 2020-21 under Regulation 34(1) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.

This is for your kind information and records.

Thanking You,

Yours faithfully,

For Rajputana Investment & Finance Limited



Kochumathew Chowailoor Joseph
Managing Director & CFO
Din: 02685057



Rajputana Investment & Finance Ltd
Reg. Address: Flat No. 601, 6th Floor, Nanda Tower, 90, Phears Lane, Kolkata - 700 012
Corporate Office Address: 8/82/3, BRD Complex, Kozhikode Road, Parempadam
Kunnamkulam Via, Thrissur Dist Kerala-680 519
CIN: L65929WB1941PLC010731 | **Email Id:** info@rajputanainvestment.com
Website: www.rajputanainvestment.com | **Ph No:** 91+ 82320 27550



RAJPUTANA INVESTMENT
AND FINANCE LIMITED

79TH ANNUAL REPORT
2020-2021

RAJPUTANA INVESTMENT & FINANCE LIMITED

CIN: L65929WB1941PLC010731

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:

Managing Director & CFO

Mr. Kochumathew Chowailoor 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:

M/s. Vishnu Agarwal & Associates
1G-6/2 Aswani Nagar Ganapati
Vihar, Block 2 Flat No 101,
Baguiati, Kolkata – 700 159

Company Secretary & Compliance Officer:

Ms. Surya Prakash Pandey

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 79TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 79th Annual General Meeting of the Members of Rajputana Investment & Finance Limited will be held through Video Conferencing / Other Audio-Visual Means (“OAVM”) on **Thursday, September 30, 2021, at 02:00 p.m.** to transact the following businesses:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and Auditors thereon; and
- 2) To re-appoint Mr. Kochumathew Chowailoor Joseph (DIN: 02685057) who retires by rotation and, being eligible, offers himself for re-appointment.

Notes:

1. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses contained in the Notice is annexed hereto.
2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (‘MCA’) issued General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively and by General Circular No. 02/2021 dated January 13, 2021 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as “SEBI Circulars”) in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic” permitted convening the Annual General Meeting (“AGM” / “Meeting” / e-AGM) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
3. In accordance with the MCA Circulars, SEBI Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC/ OAVM.
4. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since this AGM is being held through VC pursuant to the Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members is not available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC and participate thereat and cast their votes through e-voting.
5. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available on first come first served basis. The instructions for members for attending the AGM through VC are annexure herewith.

6. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. The Register of Members of the Company will remain closed from **Friday, September 24, 2021 to Thursday, September 30, 2021 (both days inclusive)** for the purpose of Annual General Meeting.
8. The Company is offering voting facility through electronic means (remote e-voting) to the members to cast their votes electronically on the Resolutions proposed at this AGM and for which purpose the Company has engaged the services of Central Depository Services (India) Limited. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting during the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again. The instructions for e-voting are annexed to the Notice. The detailed instructions for e-voting are given as a separate attachment to this notice.
9. 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.
10. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on September 23, 2021 (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.
11. Additional Information pursuant to Regulation 36 of Listing Regulations on Director seeking re-appointment at this AGM is furnished herewith annexure to the Notice. The director has furnished consent for his/her re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
12. In compliance with the Circulars Notice of the AGM along with the Annual Report 2020-21 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 2020-21 will also be available on the Company's website www.rajputanainvestment.com
13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to rajputanainvestment@gmail.com.

Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Tuesday, September 28, 2021 through email on rajputanainvestment@gmail.com. The same will be replied by the Company suitably.

14. 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.

15. 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 are requested to send their requests in Form No. SH-13, to the Registrar and Transfer Agent of the Company. Further, members desirous of cancelling/varying nomination are requested to send their requests in Form No. SH- 14, to the Registrar and Transfer Agent of the Company. These forms will be made available on request by the Registrar and Transfer Agent / Company.
16. 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.

Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s).

17. As a measure to save our natural resources, we request shareholders to update their email address with their Depository Participants /Registrar and Share Transfer Agent to enable the Company to send communications electronically.
18. As the AGM is being held through VC, the route map is not annexed to this Notice.

Regd. Office
Flat No. 601, 6th Floor,
Nanda Tower 90, Phears Lane,
Kolkata – 700 012

September 2, 2021

By order of the Board

Sd/-
Kochumathew Chowailoor Joseph
Managing Director/CFO
DIN: 02685057

ANNEXURE-1

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard -2 on General Meetings]

Name of the Director	Mr. Kochumathew Chowailoor Joseph
DIN	02685057
Date of Birth	05.05.1948
Age	73 Years
Date of Appointment	31/07/2018
Qualification	Higher Secondary
Experience and Expertise	Vast experience in financial aspects of the business including administration.
Number of Meetings of the Board attended during the financial year (2020-21)	5 Out of 5.
List of Directorship/ Membership /Chairmanship of Committees of other Board	<p>Directorship:</p> <p>Public Companies:</p> <ol style="list-style-type: none"> 1. Rajputana Investment & Finance Limited 2. B R D Motors Limited 3. B R D Car World Limited 4. B R D Finance Limited 5. BRD Securities Limited <p>Private Companies ;</p> <ol style="list-style-type: none"> 1. Deco Property Developers And Infrastructure (India) Private Limited <p>Membership/Chairmanship of Committee of other Board</p> <ol style="list-style-type: none"> 1. Audit Committee- Member- Rajputana Investment & Finance Limited. 2. Stakeholder- Relationship Committee Member- Rajputana Investment & Finance Limited.
Shareholding in the Company	1,00,000 Equity Shares of the Company
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	-
Terms and Conditions of appointment or re-appointment along with details of remuneration, if any to be paid and the remuneration last drawn	Terms and Conditions of appointment or reappointment are as per the Remuneration and Nomination Policy of the Company as displayed on the Company's website i.e. www.rajputanainvestment.com.
Justification for choosing the appointees for appointment as Independent Director	NA

CDSL e-Voting System – For Remote e-voting and e-voting during AGM/EGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
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/EGM. 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's 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 EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.rajputanainvestment.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and Calcutta Stock Exchange Limited at www.bseindia.com and www.cse-india.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before

31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on September 27, 2021 from 9.00 A.M. and ends on September 29, 2021 till 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

Pursuant to abovesaid 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 visit 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 option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website 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 e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for

	<p>IDEAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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>

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

(v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

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

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

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Rajputana Investment & Finance Limited on which you choose to vote.

- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **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; www.rajputanainvestment.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 atleast **two days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **two days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted 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 available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & 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, Sr. 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.

GENERAL INSTRUCTIONS

- a) The e-voting period begins from September 27, 2021 from 9.00 A.M. and ends on September 29, 2021 till 5.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of September 23, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.

Voting at the Annual General Meeting: Those Members who are present in the Meeting through VC and have not cast their vote on resolutions through remote e-voting, can vote through e-voting during the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting.

- b) Members of the Company holding shares either in physical form or in dematerialized form as on the cut-off/entitlement date of September 23, 2021 may cast their vote electronically.
- c) Mr. Vishnu Agarwal, Practising Company Secretary (C.P. No. 54106 and Membership No. 21322) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent.
- d) The Scrutinizer shall within a period not exceeding three (3) 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 favour or against, if any, forthwith to the Chairman of the Company.

- e) Results shall be declared on or after the 79th Annual General Meeting of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within two (2) days of passing of the resolutions at the 79th Annual General Meeting of the Company and shall be communicated to the Stock Exchange(s).

Regd. Office
Flat No. 601, 6th Floor,
Nanda Tower 90, Phears Lane,
Kolkata – 700012

September 2, 2021

By order of the Board

Sd/-
Kochumathew Chowailoor Joseph
Managing Director/CFO
DIN: 02685057

DIRECTORS REPORT

Dear Shareholders,

Your Directors have pleasure in presenting their Seventy-Nine Annual Report together with the Audited Financial Statements of the Company for the Year ended March 31, 2021.

Financial Highlights

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

(Amount in Rupees)

<u>Particulars</u>	Year Ended 31st March, 2021	Year Ended 31st March, 2020
Total Revenue	24,05,858	18,67,993
Profit/(Loss) before taxation	1,70,727	2,35,103
Less: Tax Expense	44,102	60,791
Profit/(Loss) after tax	1,26,625	1,74,311
Add: Balance B/F from the previous year	(3,63,718)	(5,38,029)
Balance Profit / (Loss) C/F to the next year	(2,37,093)	(3,63,718)

Review of Operations

During the year under review the Company has recorded a total revenue of Rs. 24,05,858/- as compared to Rs. 18,67,993/- in the previous year. The Company has recorded a net profit of Rs. 1,26,625/- as compared to previous year net profit of Rs. 1,74,311/-.

Share Capital

The Company has 3,08,00,000/- Equity Share Capital for the Financial Year ended March 31, 2021.

Change in Management

There was a change in the management of the Company during the financial year ended March 31, 2021. Details of which is attached in Annexure "A".

Change in the Nature of Business

The Company is engaged in the business of Investment and Financial Activity. There was no change in the nature of business of the Company.

Dividends

The Board does not recommend any dividend for the financial year 2020-21.

General Reserve

The Company has not transferred any fund to General Reserve during the financial year 2020-21.

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, **Five** Board meetings were held. Pursuant to SEBI, vide circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 and Vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/110 dated June 26, 2020, had relaxed the requirement of the maximum stipulated time gap of 120 days between two meetings of the board, however the gap between two meetings shall not be more than 180 days and Audit Committees of listed entities, as is required under Regulation 17(2) and 18(2)(a) of SEBI LODR Regulations, 2015. The date on which the Board Meetings were held are July 22, 2020, September 15, 2020, November 11, 2020, December 3, 2020 and February 11, 2021.

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 11, 2020 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 annexed hereto as **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 said policy may be referred to at the Company's website at www.rajputanainvestment.com.

The Audit Committee reviews all related party transactions. All contracts or arrangements with related parties, entered into or modified during the financial year, within the meaning of Section 188 (1) of Companies Act, 2013 were in ordinary course of business and on arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations.

There are no material contracts or arrangements entered into by the Company during the year with Related Parties. There are no materially significant related party transactions entered into by the Company with promoters, directors, key managerial personnel or other designated persons or related party as per definition contained u/s 2(76) of the Act, which may have a potential conflict with the interest of the Company at large. Accordingly, the disclosure of Related Party Transactions as required under 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 period under review, No Change in the Board of Directors of the Company

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 Mr. Surya Prakash Pandey as Company Secretary & Compliance Officer of the Company with effect from February 19, 2021 in place of Ms. Annu Jain, she was appointed on December 21, 2019 and has resigned from the post of Company Secretary & Compliance Officer on February 19, 2021.

Mr. Kochumathew Chowailoor Joseph, Managing Director cum Chief Financial Officer & Mr. Surya Prakash Pandey, 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.

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 is 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.

Subsidiaries, JVs or Associate Companies:

The Company does not have any Joint Ventures, Associate or Subsidiary Companies as on March 31, 2021.

Change of Registered Office:

There was no change in the registered office of the Company during the financial year ended March 31, 2021.

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.

This policy is also available on the Company's website www.rajputanainvestment.com.

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 had been appointed as the Statutory Auditor of the Company by the Members in their Annual General Meeting held on 21st July, 2017 till the conclusion of fifth consecutive AGM of the Company to be held in the year 2022.

Accordingly M/s. Gupta Agarwal & Associates, Chartered Accountants shall continue to be the Statutory Auditors of the Company till the conclusion of AGM to be held in the year 2022 and their appointment shall not be subject to ratification by the members on an annual basis.

b) Internal Auditors:

Pursuant to Section 138 of the Companies Act, 2013 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 M/s. Vishnu Agarwal & Associates, Practising Company Secretary (CP No. 21322), to conduct Secretarial Audit for the financial year ended on March 31, 2021. The Secretarial Audit Report for the financial year ended on March 31, 2021 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, 2021.

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

Place: Kolkata
Date: June 30, 2021

Sd/-
Kochumathew Chowailoor Joseph
Managing Director & CFO
Din: 02685057

Sd/-
Bahuleyan Raman Nalapurakkal
Director
Din: 00297057

ANNEXURE – I

FORM No. MR-3

Secretarial Audit Report

For the Financial Year ended March 31, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members
RAJPUTANA INVESTMENT & FINANCE LIMITED
CIN - L65929WB1941PLC010731
“Nanda Tower”, 90 Phears Lane,
Room No.601, 6th Floor
Kolkata – 700012

I have conducted the Secretarial Audit related to compliance of all applicable statutory provisions and adherence to good corporate practices by **Rajputana Investment & Finance Limited** (hereinafter referred as ‘the Company’). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021 (‘Audit Period’) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2021 according to the provisions of:

- I. The Companies Act, 1956, as applicable, and Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings – (**Not applicable to the Company during the Audit Period**);
- V. The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended;(**Applicable to the Company during the Audit Period and all the compliances are done accordingly**)

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
;- **(Applicable to the Company during the Audit Period)**
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014 – **(Not applicable to the Company during the Audit Period);**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **(Not applicable to the Company during the Audit Period);**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **(Not applicable to the Company during the Audit Period);** and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – **(Not applicable to the Company during the Audit Period);**
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015 – **(To the extent applicable during the Audit Period and all the Companies are accordingly).**

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India – Notified with effect from July 1, 2015. **(Applicable to the Company during the Audit Period and all the compliances are done accordingly)**
- (ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited and the Calcutta Stock Exchange Limited read with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. – During the period under review, the Company remained suspended from the Calcutta Stock Exchange Limited due to non-payment of listing fee.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

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

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors, and a Woman Director. No change in the composition of the Board of Directors has taken place during the period under review and the composition of the Board of Directors are in compliance with the provisions of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Adequate Notice is given to all Directors to schedule the Board Meetings, agenda and detailed Notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through, while the dissenting members' views are captured, as and when required and are recorded as part of the minutes. Decisions of the Board Meetings were taken unanimously.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines as also represented by the management.

I further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

**For Vishnu Agarwal & Associates
Practicing Company
Secretary
Membership No. 54106**

**Place: Kolkata
Date: June 30 2021**

**Vishnu Agarwal
C.P. No. : 21322
UDIN: A054106C000564121**

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

'ANNEXURE A'

To
The Members
RAJPUTANA INVESTMENT & FINANCE LIMITED
CIN - L65929WB1941PLC010731
“Nanda Tower”, 90 Phears Lane,
Room No.601, 6th Floor
Kolkata – 700012

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express as opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Vishnu Agarwal & Associates
Practicing Company Secretary
Membership No. 54106

Place: Kolkata
Date: June 30, 2021

Vishnu Agarwal
C.P. No. : 21322
UDIN: A054106C000564121

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Domestic Corporate Unclaimed Shares Account	-	-	-	-	-	-	-	-	-
Investor Education and Protection Fund Authority	-	-	-	-	-	-	-	-	-
SUB TOTAL (B)(2):	7,46,776	34,258	7,81,034	25.3582	7,46,776	34,258	7,81,034	25.3583	0.0001
Sub-total (B)(2):- Total Public Shareholding (B)=(B)(1)+(B)(2)	7,46,776	34,258	7,81,034	25.3582	7,46,776	34,258	7,81,034	25.3583	0.0001
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total(A+B+C)	30,45,742	34,258	30,80,000	100.0000	30,45,742	34,258	30,80,000	100.0000	0.0001

(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the Year			% change In share holding during the year	PAN
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares		
1	BRD DEVELOPERS AND BUILDERS LIMITED	18,71,816	60.7732	-	18,71,816	60.7732	-	-	AAECB1706B
2	WILLIAM VERGHESE C C	1,00,600	3.2662	-	1,00,600	3.2662	-	-	ACKPV7803J
3	KOCHUMATHEW C J	1,00,000	3.2468	-	1,00,000	3.2468	-	-	ASJPK9777F
4	APPUMON C K	60,150	1.9529	-	60,150	1.9529	-	-	ACFPA2131D
5	SURENDRAN C G	50,000	1.6234	-	50,000	1.6234	-	-	AJEPS3796A
6	JIMSON P A	20,000	0.6494	-	20,000	0.6494	-	-	APYPA2003C
7	EDISON P A	20,000	0.6494	-	20,000	0.6494	-	-	APYPA2004F
8	KOCHUTHRESSIA	20,000	0.6494	-	20,000	0.6494	-	-	ARSPK2432R
9	ANTONY P D	20,000	0.6494	-	20,000	0.6494	-	-	AGJPD0248A
10	TORISON P A	20,000	0.6494	-	20,000	0.6494	-	-	AILPA5778L
11	GIGY VERGHESE P	16,400	0.5325	-	16,400	0.5325	-	-	
	Total	22,98,966	74.6418	-	22,98,966	74.6418	-	-	-

iii) Change in Promoters' Shareholding:

Sl. No.	Name Of Shareholders	Shareholding at the beginning of the year		Date	Reason	Reason Increase/Decrease In		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
-	-	-	-	-	-	-	-	-	-

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

Sl. No.	Name Of Shareholders	Shareholding at the beginning of the year		Date	Reason	Reason Increase/Decrease In		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	RAHUL JHUNJUNWALA*	-	-	31/03/2021	Transfer	30,000	0.9740	30,000	0.9740
2	LINKLINE CONSTRUCTION PRIVATE LIMITED	9,900	0.3214	30/06/2020	Transfer	-128	0.0042	9,772	0.3173

3	THIRUNILATH VINAYAKUMAR	60,982	1.9799	30/06/2020	Transfer	-15018	0.4876	43,642	1.4169
				30/09/2020	Transfer	123	0.0040		
				31/12/2020	Transfer	-1318	0.0428		
				31/03/2021	Transfer	-1127	0.0366		
4	SARADA DEVI AGARWALA	1,49,000	4.8377	-	-	-	-	1,49,000	4.8377
5	ANIL KUMAR JAIN	10,200	0.3312	-	-	-	-	10,200	0.3312
6	ANITA JAIN#	10,000	0.3247	31/03/2021	Transfer	-8,009	0.2600	1,991	0.0646
7	GITA GUPTA	96,491	3.1328	-	-	-	-	9,6491	3.1328
8	CHANDRA REKHA GUPTA	72,219	2.3448	-	-	-	-	72,219	2.3448
9	SRINANDAN AGARWALA	1,53,983	4.9994	-	-	-	-	1,53,983	4.9994
10	GEOGY JOHN	10,490	0.3406	30/06/2020	Transfer	31,570	1.0250	50,100	1.6266
				30/09/2020	Transfer	8,040	0.2610		
11	DIVYA KANDA #	32,754	1.0634	30/06/2020	Transfer	-1097	0.0356	9,424	0.3060
				30/09/2020	Transfer	265	0.0086		
				31/12/2020	Transfer	-1259	0.0409		
				31/03/2021	Transfer	-21239	0.6896		
12	RASHMI BASAK	76,886	2.4963	-	-	-	-	76,886	2.4963

* Not in the list of Top 10 shareholders as on 01/04/2020 The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2021.

Ceased to be in the list of Top 10 shareholders as on 31/03/2021. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2020.

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of Shareholder For Each of the Directors and KMP	Shareholding at the beginning of the year		Date	Reason	Reason Increase/Decrease in		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	KOCHUMATHEW C J	1,00,000	3.2468	-	-	-	-	1,00,000	3.2468

V. INDEBTEDNESS

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

(Rs. In Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount (Rs.)
		Kochumathew C J	-	
1.	Gross salary	1,30,000	-	1,30,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,	-	-	-

	1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	1,30,000	-	1,30,000
	Ceiling as per the Act			-

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount (Rs.)
		Bahuleyan Raman Nalapurakkal	Mathew Jose	Sunny Mathew	Liji Jimmy Thalakkottoor	
1.	Independent Directors					
	• Fee for attending board / committee meetings	10,000	15,000	10,000	15,000	50,000
	• Commission					-
	• Others, please specify					-
	Total (1)					
2.	Other Non-Executive Directors					
	• Fee for attending board /committee meetings					-
	• Commission					-
	• Others, please specify					-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	50,000
	Overall Ceiling as per the Act	-	-	-	-	-

C. Remuneration to Key Managerial Personnel other than MD/Manager/ WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Annu Jain,* Company Secretary	Surya Prakash Pandey,# Company Secretary	Total Amount (Rs.)
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,05,357	60,700	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	3,05,357	60,700	3,66,057

* Ms Annu Jain has been resigned as a Company Secretary with effect from February 19, 2021

Mr. Surya Prakash Pandey has been appointed as a Company Secretary with effect from February 19, 2021

• VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/ NCLT /COURT]	Appeal made, if any (give Details)
COMPANY					
Penalty					
Punishment					
Compounding					
DIRECTORS					
Penalty					
Punishment					
Compounding					
OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For Rajputana Investment & Finance Limited

Place: Kolkata

Date: June 30, 2021

Sd/-
Kochumathew Chowailoor Joseph
Managing Director & CFO
Din : 02685057

Sd/-
Bahuleyan Raman Nalapurakkal
Director
Din: 00297057

ANNEXURE-III

FORM NO. AOC -2

Pursuant to Clause (h) of sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub Section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to Section 188	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Date of approval by the Board	NIL
f)	Amount paid as advances, if any	NIL

By Order of the Board

For Rajputana Investment & Finance Limited

Place : Kolkata
Date : June 30, 2021

Sd/-
Kochumathew Chowailoor Joseph
Managing Director & CFO
Din : 02685057

Sd/-
Bahuleyan Raman Nalupurakkal
Director
Din : 00297057

ANNEXURE - IV

Disclosure of particulars under 134 (3) (m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014.

A	CONSERVATION OF ENERGY	
1.	Steps taken or impacts on conservation of energy	NIL
2.	Steps taken by the company for utilizing alternate sources of energy.	NIL
3.	Capital investment on energy conservation equipment's	NIL

B	TECHNOLOGY ABSORPTION, ADAPTATION, AND INNOVATION	
1.	Efforts made towards technology absorption,	NIL
2.	Benefits derived like product improvement, cost reduction, product development or import substitution.	NIL
3.	In case of imported technology (imported during last 5 years reckoned from the beginning of the financial year), following information may be furnished:	
i)	Technology imported	NIL
ii)	Year of import	NIL
iii)	Has technology been fully absorbed?	NIL
iv)	If not fully absorbed, areas where this has not taken place, reasons there for and future plans of action	NIL
4	Expenditures incurred on Research & Development	NIL

C.	FOREIGN EXCHANGE EARNING AND OUTGO	
1	Foreign Exchange earned in terms of actual inflows during the year	NIL
2	Foreign Exchange outgo during the year in terms of actual outflows	NIL

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

Place : Kolkata
Date : June 30, 2021

Sd/-
Kochumathew Chowailoor Joseph
Managing Director & CFO
Din : 02685057

Sd/-
Bahuleyan Raman Nalupurakkal
Director
Din : 00297057

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	1,30,000
2.	Ms. Annu Jain	Company Secretary	3,05,357
3.	Mr Surya Prakash Pandey	Company Secretary	62,500

Note: Ms. Annu Jain has been resigned from the post of Company Secretary & Compliance Officer w.e.f. February 19, 2021 and Mr. Surya Prakash Pandey has been appointed for the post of Company Secretary & Compliance Officer w.e.f. February 19, 2021.

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

Remuneration paid during the year ended March 31, 2021 is as per the Remuneration Policy of the Company.

Note1: This Annexure is from the Period April 1, 2020 to March 31, 2021

By Order of the Board

For Rajputana Investment & Finance Limited

Place: Kolkata

Date: June 30, 2021

Sd/-
Kochumathew Chowailoor Joseph
Managing Director & CFO
Din : 02685057

Sd/-
Bahuleyan Raman Nalupurakkal
Director
Din: 00297057

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, 2020 to March 31, 2021 was:

Sl.No.	Name of the Director	Designation	Category
1.	Shri Kochumathew Chowailoor Joseph	Managing Director & CFO	Executive Director
2.	Shri. Bahuleyan Raman Nalapurakkal	Director	Non- Executive & Independent Director
3.	Smt. Liji Jmmy Thalakkottoor	Director	Non- Executive & Independent Director
4.	Shri. Sunny Mathew	Director	Non- Executive & Independent Director
5	Shri Mathew Jose	Director	Non- Executive & Independent 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, 2021.

Five Board Meetings were held during the period 01.04.2020 to 31.03.2021. The dates on which the Board Meetings were held are as follows:

July 22, 2020		September 15, 2020		November 11, 2020	
December 3, 2020		February 11, 2021			
Sl.No.	Name of the Director	Board Meeting Held	Board Meeting Attended	No. of Directorship in other Companies	Attended last AGM held on 28-12-2020 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
1.	Shri Kochumathew Chowailoor Joseph	5	5	4	Yes
2.	Shri. Bahuleyan Raman Nalupurakkal	5	4	5	Yes
3.	Smt. Sunny Mathew	5	4	4	No
4.	Shri Liji Jmmy Thalakkottoor	5	5	-	Yes
5.	Shri Mathew Jose	5	5	10	No

- No resolution is being passed through Postal Ballot during this financial year.
- None of the Whole-time Directors are acting as Independent Directors in more than three listed companies. Besides, Independent Directors have been familiarized with their roles, rights, and responsibilities through programmes undertaken in this regard.
- None of the Directors hold directorship in more than 20 companies including 10 public companies and private companies which are subsidiary or holding of public companies or is a Member of more than 10 Board-level Committees or Chairman of more than 5 such Committees as specified in SEBI (Listing Obligations & Disclosure Requirements) regulations, 2015, across all the companies in which he-she is a director.
- None of the non-whole-time Directors is acting as Independent Director 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 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 July 22, 2020, September 15, 2020, November 11, 2020, & February 11, 2021.

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. Nalapurakkal 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.
- Pursuant to SEBI, vide circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/38 dated March 19, 2020 and Vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/110 dated June 26, 2020, had relaxed the requirement of the maximum stipulated time gap of 120 days between two meetings of the board, however the gap between two meetings shall not be more than 180 days.

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 February 11, 2021

<u>Composition, Name of Members and Attendance during the Year</u>					
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.

The Nomination & Remuneration policy of the Company is available on the website of the Company at www.rajputanainvestment.com.

Details of Remuneration to all Directors:

The details of remuneration paid to the Directors within the meaning of Section 197 of the Companies Act, 2013 for the year ended March 31, 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 2015 read with Part D of Schedule II of SEBI (LODR) Regulations, 2015.

The Committee looks into Share transfer, reviews shareholders'/investors' complaints and resolution thereof.

The Committee performs following Functions :

- ✓ Transfer/Transmission of shares.
- ✓ Issue of Duplicate Share Certificates.
- ✓ Review of Share dematerialization and re-materialization.
- ✓ Monitoring the expeditious Redressal of Investor Grievances.
- ✓ Monitoring the performance of Company's Registrar & Transfer Agent.
- ✓ All other matters related to the shares.

Meeting Details

During the year, the Committee had 1 Meetings i.e. on July 22, 2020.

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, 2020: 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, 2021: 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, 2021.

- 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, 2021, the Independent Directors, at their exclusive meeting held on November 11, 2020 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 2020-21 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.

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

DISCLOSURE OF ACCOUNTING TREATMENT

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

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

RISK MANAGEMENT

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

SEBI PREVENTION OF INSIDER TRADING

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

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

SHARE TRANSFER SYSTEM

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

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

DISCLOSURES

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

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

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

- Details of Non-compliance by the Companies, penalties and strictures imposed on the Company by Stock Exchange or Securities & Exchange Board of India or any statutory authority, on any matter related to capital markets, during the last three years: **None.**
- Public, Rights and Other Issues: **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
2017-2018	“Hotel Orion West Williwows”, 2 West Range, Near Tata Motor Lexus Showroom, Beck Bagan, Kolkata – 700 017	29/09/2018	12.30 P.M
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

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

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

CEO/CFO CERTIFICATION

Mr. Kochumathew Chowliloor Joseph, Managing Director & 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, 2021.

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, 2021, 24,61,103/- equity shares representing 79.91% and 5,84,639/- equity shares representing 18.98 % of the total paid up share capital were held in dematerialized form with CDSL and NSDL.
- Outstanding GDRs / ADRs / warrants or any convertible instruments, conversion dates and likely impact on equity: **Not applicable.**

NAME, DESIGNATION AND ADDRESS OF COMPLIANCE OFFICER

Mr. Surya Prakash Pandey
Company Secretary and Compliance officer
Flat No. 601, 6th Floor,
Nanda Tower 90, Phears Lane
Kolkata 700012
E-mail:- info@rajputanainvestment.com

Notes :

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

GENERAL SHAREHOLDING INFORMATION

Annual General Meeting	30-09-2021
Financial year	31-03-2021
Book Closure Date	24.09.2021 to 30-09-2021
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, Kolkata – 700 001

- ✓ The Annual listing fees for equity shares has been paid to the aforesaid Stock Exchanges for the financial year 2020-2021

COMPANY'S CORPORATE WEBSITE

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

POSTAL BALLOT

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

SPECIAL RESOLUTION

At the forthcoming Annual general Meeting, there is no 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, 2020 to March 31, 2021
Financial reporting for the quarter ending June 30, 2020	Within 45 days of the end of Quarter.*
Financial reporting for the quarter ending September 30, 2020	
Financial reporting for the quarter ending December 31, 2020	
Financial reporting for the quarter ending March 31, 2021	Within 60 days of end of Quarter**
Annual General Meeting for the year ending 31st March, 2021	Last week of September 2021

* Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/140 dated July 29, 2020.

** Pursuant to SEBI Circular No.: SEBI/HO/CFD/CMD1/P/CIR/2021/556 dated April 29, 2021.

DISTRIBUTION OF SHAREHOLDINGS AS ON MARCH 31, 2021

Number Of Equity Shareholdings	No. of Share Holders	Percentage of Shareholders (%)	Number of Shares	Percentage of Shares (%)
UPTO 5000	622	92.4220	1,02,080	0.3314
5001 to 10000	9	1.3373	79,780	0.2590
10001 to 20000	5	0.7429	82,370	0.2674
20001 to 30000	9	1.3373	2,55,460	0.8294
30001 to 40000	3	0.4458	97,200	0.3156
40001 to 50000	2	0.2972	89,850	0.2917
50001 to 100000	3	0.4458	2,78,390	0.9039
Above 100000	20	2.9718	2,98,14,870	96.8015
TOTAL	673	100.00	30,80,000	100.00

SHAREHOLDING PATTERN (CATEGORY WISE) AS ON MARCH 31, 2021

Category	No. of Shares	Percentage (%)
Promoters Group	22,98,966	74.6418
Bodies Corporate	9,772	0.3173
Market Makers	-	-
Individuals	7,20,662	23.3981
Mutual Funds and UTI	-	-
Venture Capital Funds	-	-
NRIs / OCBs	50,600	1.6429
TOTAL	30,80,000	100.00

DEMATERILISATION OF SHARES

Percentage of Shares in:

Physical Form: 34,258

Electronic Form in NSDL: 5,84,639

Electronic Form in CDSL: 24,61,103

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 2020-21.
- **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, 2021, 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

Sd/-
Kochumathew Chowailoor Joseph
Managing Director & CFO
Din: 02685057

Sd/-
Bahuleyan Raman Nalapurakkal
Director
Din: 00297057

Place: Kolkata

Date: June 30, 2021

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. 30,800,000/- (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 company is into investing, acquiring and holding shares, stocks, debentures, debenture stocks, bonds, warrants, obligations/and/or other securities issued or guaranteed by any company constituted or carrying on business in India and/or by any Government, state, public body-or authority. The Company is also engaged in the business of financing, assisting, helping, supporting, promoting companies, firms, businesses, associations, concerns, corporations, partnership, individual or organization in the setting up, running, working, functioning, managing, conducting, operating of any commerce, industry, trade, business, profession etc. through loans and advances.

FINANCIAL AND OPERATIONAL PERFORMANCE:

S.No.	Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
1	Total Revenue	24,05,858	18,67,993
2	Profit/(Loss) before Taxation	1,70,727	2,35,103
3	Less: Tax Expense	44,102	60,791
4	Profit/(Loss) after Tax	1,26,625	1,74,311
5	Add: Balance B/F from the previous year	(3,63,718)	(5,38,029)
6	Balance Profit / (Loss) C/F to the next year	(2,37,093)	(3,63,718)

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 financial markets and lending industry. We believe that their strong technical experience and industry networks will help us in achieving our key business strategies.

2) Maintain and expand long term Relationship with Clients: In Finance Business the relationship with the clients is more important. The business model is based on client relationships that are established over period of time. The Company believes that a long-term client relationship with large clients fetches better dividends. The company wants to expand its loan portfolio to target high net worth individuals with impeccable credit track record to whom the company may advance funds both secured/ unsecured based on the risk profile and as envisaged in the loan policy of the company.

3) To develop relations with new clients and strengthen the relations with the existing clients: The relations with the clients help the company to know the client in better way and his integrity can be known to the company. The promoters believe in personal connection with the clients for financing rather than relying more on papers.

4) Internal Control and Risk Management: The Company believes that it has internal controls and risk management systems to assess and monitor risks. The company has its management team which monitors and manages risks by monitoring trends that may have an effect on the economic environment and actively assesses on a routine basis the market value of the Company's loan book. The Company seeks to monitor and control its risk exposure through a variety of separate but complementary financial and operational reporting systems. The Company believes it has effective procedures for evaluating and managing the market, operational and other risks to which it is exposed.

RISKS AND CONCERNS:

This section contains forward – looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these statements. As the industrial and economic growth of the country is showing steady improvement. There is no perceived risk and concern in this area of business and there is an ample scope for growth in India itself. Forward looking statements are based on certain assumptions and expectations of the future events that are subject to risks and uncertainties. Actual future results and trend may differ materially from historical results, depending on variety of factors. Their risk and concerns faced by the Company are similar to those faced by any growing organization in today dynamic industrial and economic scenario.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis and Directors Report describing the Company's strengths, strategies, projections, and estimates, are forward-looking statements and progressive within the meaning of applicable laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies, and other incidental factors. Readers are cautioned not to place undue reliance on the forward-looking statements.

On behalf of the Board
For Rajputana Investment & Finance Limited

Place: Kolkata
Date: June 30, 2021

Sd/-
Kochumathew Chowailoor Joseph
(Managing Director & CFO)
Din: 02685057

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 2021, 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 2021, 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 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2021 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, 2016 (" the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "ANNEXURE - B" a statement on the matters specified in the Order, to the extent applicable.

For Gupta Agarwal & Associates

Chartered Accountants

FRN No.- 329001E

Jay Shanker Gupta

Partner

Membership No. - 059535

UDIN: 21059535AAAAFL6772

Place : Kolkata

Date : 30th June, 2021

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 2021 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 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Gupta Agarwal & Associates

Chartered Accountants

FRN No.- 329001E

Jay Shanker Gupta

Partner

Membership No. - 059535

UDIN: 21059535AAAAFL6772

Place : Kolkata

Date : 30th June, 2021

ANNEXURE - B

AUDITORS REPORT AS PER THE COMPANIES (AUDITOR'S REPORT) ORDER 2016 ON THE STANDALONE FINANCIAL STATEMENTS:

1. PROPERTY, PLANT & EQUIPMENT [Clause 3(i)]

(a) The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.

(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of one year, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.

(c) The title deeds of immovable properties are held in the name of the company.

2. INVENTORY [Clause 3(ii)]

The Company has no inventory. As such the clause 2(a), 2(b) & 2(c) of the Companies (Auditors' Report) order 2015 is not applicable to the Company.

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

The Company has not granted any loans, secured or unsecured to Companies, Firms or other parties listed in the register maintained pursuant to provision of section 189 of the Companies Act, 2013.

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

In respect of loans, investments, guarantees, and security the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

5. DEPOSITS [Clause 3(v)]

According to the information and explanation given to us the Company has not accepted deposits from the public during the financial year under audit.

6. COST RECORDS [Clause 3(vi)]

In our opinion and according to information and explanation given to us, the Company does not manufacturing any goods and the provision related to maintenance of cost records by the Company under sub section (1) of section 148 of Companies Act, 2013 for any of its products as prescribed by Central Government, are not applicable.

7. STATUTORY DUES [Clause 3(vii)]

Following matters shall be reported for statutory dues and disputed for tax and duties.

a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, customs duty, cess and any other statutory dues have been regularly paid to the appropriate authorities.

- b) According to the information and explanations given to us there are no dues of provident fund, employees' state insurance, income tax , goods and service tax, customs duty, cess and any other statutory dues which have not been deposited on account of any dispute.

8. REPAYMENT DUES [Clause 3(viii)]

Based on our audit procedures and as per the information & explanations given by the management, we are of the opinion the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.

9. UTILISATION OF INTIAL AND FURTHER PUBLIC OFFER [Clause 3(ix)]

In our opinion and according to information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans.

10. FRAUD [Clause 3(x)]

No fraud has been noticed or reported on or by the Company during the year.

11. APPROVAL OF MANAGERIAL REMUNERATION [Clause 3(xi)]

The managerial remuneration has been paid or provided during the year in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

12. NIDHI COMPANY [Clause 3(xii)]:

In our opinion, and according to information and explanations given to us, clause (xii) of para 3 to Companies (Auditor's Report) Order, 2016 w.r.t. Nidhi Company is not applicable to Company.

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

In our opinion all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards

14. PRIVATE PLACEMENT AND PREFERENTIAL ISSUES [Clause 3(xiv)]

The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

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

The Company has not entered into any non-cash transactions with directors.

16. REGISTER WITH RBI ACT, 1934 [Clause 3(xvi)]

The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Gupta Agarwal & Associates

Chartered Accountants

FRN No.- 329001E

Place : Kolkata

Date : 30th June, 2021

Jay Shanker Gupta

Partner

Membership No. - 059535

UDIN: **21059535AAAAFL6772**

RAJPUTANA INVESTMENT & FINANCE LIMITED

BALANCE SHEET as at 31st March, 2021

(Amount in Rupees)

SL. NO.	PARTICULARS	NOTE NO.	As at 31st March, 2021	As at 31st March, 2020
I.	<u>ASSETS</u>			
1	NON-CURRENT ASSETS			
a)	PROPERTY, PLANT & EQUIPMENT	2	35,638	15,027
b)	FINANCIAL ASSETS			
i)	INVESTMENTS	3	-	15,142,028
c)	DEFERRED TAX ASSETS	4	-	295
2	CURRENT ASSETS			
a)	FINANCIAL ASSETS			
i)	TRADE RECEIVABLES	5	-	394,312
ii)	LOAN	6	8,720,549	10,139,064
iii)	CASH AND CASH EQUIVALENTS	7	22,033,844	5,302,341
b)	OTHER CURRENT ASSETS	8	480,256	369,784
	TOTAL (1)		31,270,287	31,362,851
	TOTAL (1)		31,270,287	31,362,851
II.	<u>EQUITY AND LIABILITIES</u>			
1	SHAREHOLDERS FUNDS			
a)	EQUITY SHARE CAPITAL	9	30,800,000	30,800,000
b)	OTHER EQUITY	10	195,907	69,283
	TOTAL (1)		30,995,907	30,869,283
	DEFERRED TAX LIABILITIES		199	
2	CURRENT LIABILITIES			
a)	OTHER CURRENT LIABILITIES	11	215,181	453,568
b)	SHORT TERM PROVISIONS	12	59,000	40,000
	TOTAL (2)		274,181	493,568
	TOTAL (1+2)		31,270,287	31,362,851
	SIGNIFICANT ACCOUNTING POLICIES	1		
	NOTES ON FINANCIAL STATEMENT	2-14		

The Notes referred to above are an integral part of the Financial Statement

<p align="center">IN TERMS OF OUR REPORT ATTACHED For Gupta Agarwal & Associates Chartered Accountants FRN No.- 329001E</p> <p align="center">JAY SHANKER GUPTA Partner Membership No. - 059535</p>	<p align="center">ON BEHALF OF THE BOARD OF DIRECTORS</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 50%; border: none;"> <p align="center">BAHULEYAN RAMAN NALUPURAKKAL Director DIN : 00297057</p> </td> <td style="width: 50%; border: none;"> <p align="center">KOCHUMATHEW CHOWAILOOR JOSEPH Managing Director DIN : 02685057</p> </td> </tr> </table>	<p align="center">BAHULEYAN RAMAN NALUPURAKKAL Director DIN : 00297057</p>	<p align="center">KOCHUMATHEW CHOWAILOOR JOSEPH Managing Director DIN : 02685057</p>
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Place : Kolkata

Date : 30th June, 2021

RAJPUTANA INVESTMENT & FINANCE LIMITED
STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2021

(Amount in Rupees)

SL. NO.	PARTICULARS	NOTE NO.	For the year ended 31st March, 2021	For the year ended 31st March, 2020
I.	<u>INCOME</u>			
1	REVENUE FROM OPERATIONS	13	-	-
2	OTHER INCOME	14	2,405,858	1,867,993
	TOTAL REVENUE		2,405,858	1,867,993
II.	<u>EXPENSES</u>			
1	PURCHASE OF STOCK-IN-TRADE	15	-	-
2	EMPLOYEE BENEFITS EXPENSES	16	509,857	363,000
3	DEPRECIATION & AMORTIZATION EXPENSES	17	10,857	5,173
4	OTHER EXPENSES	18	1,714,417	1,264,718
	TOTAL EXPENSES		2,235,131	1,632,891
III.	PROFIT BEFORE TAX		170,727	235,103
IV.	TAX EXPENSE			
1	CURRENT TAX		43,608	61,086
2	DEFERRED TAX		494	(295)
V.	PROFIT / (LOSS) AFTER TAX FOR THE PERIOD		126,624.71	174,311.60
VI.	EARNING PER EQUITY SHARE			
1	BASIC		0.04	0.06
2	DILUTED		0.04	0.06
	SIGNIFICANT ACCOUNTING POLICIES	1		
	NOTES ON FINANCIAL STATEMENT	2-18		

The Notes referred to above are an integral part of the Financial Statement

<p>IN TERMS OF OUR REPORT ATTACHED For Gupta Agarwal & Associates Chartered Accountants FRN No.- 329001E</p> <p>JAY SHANKER GUPTA Partner Membership No. - 059535</p>	<p>ON BEHALF OF THE BOARD OF DIRECTORS</p> <table style="width: 100%;"> <tr> <td style="width: 33%; text-align: center;"> BAHULEYAN RAMAN NALUPURAKKAL Director DIN : 00297057 </td> <td style="width: 33%; text-align: center;"> KOCHUMATHEW CHOWAILLOOR JOSEPH Managing Director DIN : 02685057 </td> <td style="width: 33%;"></td> </tr> </table>	BAHULEYAN RAMAN NALUPURAKKAL Director DIN : 00297057	KOCHUMATHEW CHOWAILLOOR JOSEPH Managing Director DIN : 02685057	
BAHULEYAN RAMAN NALUPURAKKAL Director DIN : 00297057	KOCHUMATHEW CHOWAILLOOR JOSEPH Managing Director DIN : 02685057			

Place : Kolkata
Date : 30th June, 2021

NOTES : Forming Part of the Financial Statement

(Amount in Rupees)

NOTE NO.	PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
2	<u>PROPERTY, PLANT & EQUIPMENT</u> TANGIBLE ASSETS	35,638	15,027
		35,638	15,027
3	<u>FINANCIAL ASSETS</u> INVESTMENT IN NCD (15 PCS OF KRAZYBEE SERVICES PVT LTD#16% SEC)	-	15,142,028
		-	15,142,028
4	<u>DEFERRED TAX ASSETS</u> DEFERRED TAX ASSETS	(199)	295
		(199)	295
5	<u>TRADE RECEIVABLE</u>		
5.1	BRD SECURITIES LTD	-	394,312
		-	394,312
6	<u>LOAN</u>		
6.1	<u>UNSECURED CONSIDERED GOOD</u> DREDGING AND DESILTATION CO PRIVATE LIMITED	2,070,549	1,939,064
6.2	<u>OTHERS</u> ANITA LOHIA (SECURITY DEPOSIT) ASTDURGA NIRMAN PRIVATE LIMITED CHOKHANI REALTORS PRIVATE LIMITED CREAM PROJECT PRIVATE LIMITED SHIVDARSHAN COMMERCIAL PRIVATE LIMITED SHRI SHYAM INFRA REALTORS PRIVATE LIMITED (Above advances are Interest free advance given against property)	- - 5,400,000 - 1,250,000 -	- 700,000 5,400,000 - 1,250,000 850,000
		8,720,549	10,139,064
7	<u>CASH & CASH EQUIVALENTS</u>		
7.1	BALANCE WITH BANKS - IN CURRENT ACCOUNTS	22,025,118	5,293,615
7.2	CASH IN HAND	8,726	8,726
		22,033,844	5,302,341
8	<u>OTHER CURRENT ASSETS</u>		
8.1	SECURITY DEPOSIT	180,000	180,000
8.2	PREPAID EXPENSES	48,000	24,790
8.3	TAX DEDUCTED AT SOURCE	252,256	164,994
		480,256	369,784
9	<u>EQUITY SHARE CAPITAL</u>		
9.1	AUTHORISED 40,00,000 (L.Y. 31,00,000) Equity Shares of Rs. 10/- each	40,000,000	40,000,000
9.2	ISSUED, SUBSCRIBED & PAID UP 30,80,000 (L.Y. 30,80,000) Equity Shares of Rs. 10/- each (19,80,000 nos of bonus share are issued during the financial year 2017-18 in the ratio of 9:5)	30,800,000	30,800,000
9.3	Reconciliation of the shares outstanding at the beginning and at the end of the reporting period :	Nos of Shares As at 31st March, 2020	Nos of Shares As at 31st March, 201
a)	Shares outstanding at the beginning of the year	30,800,000	30,800,000
b)	Add : Share Issued during the year - Bonus Share	-	-
		30,800,000	30,800,000
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

(Amount in Rupees)

Name of the Share Holder	As at 31st March, 2021		As at 31st March, 2020	
	Shares Held	% of Holding	Shares Held	% of Holding
JIT FINANCE PRIVATE LIMITED	-	-	-	-
LINKLINE CONSTRUCTION PRIVATE LIMITED	-	-	-	-
MANIMUDRA MARKETING PRIVATE LIMITED	-	-	-	-
SAJITHA DHANENDRAN	-	-	-	-
SATISH SINGH	-	-	-	-
SAVITRI SULTANIA	-	-	-	-
BRD DEVELOPERS AND BUILDERS LIMITED	1,871,816	60.77	1,871,816	60.77
SRINANDAN AGARWALLA	154,505	5.02	154,505	5.02

9.6	Agregrade number of shares allotted as ully paidup by way of bonus sharesduring the period of five years immediately preceeding the reporting date :
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a)	Equity Shares of Rs. 10/- each Issued as fully paid-up way of Bonus Shares (issued in Ratio of 9:5 adjusted with Securities Premium Account) in the F.Y. 2017-18, 19,80,00 nos Equity shares of Rs. 1,98,00,000.
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NOTE NO.	PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
10	<u>OTHER EQUITIES</u>		
10.1	GENERAL RESERVE		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	160,000	160,000
	ADDITIONS DURING THE YEAR	-	-
	AT THE END OF THE ACCOUNTING PERIOD	160,000	160,000
10.2	RESERVE FUND		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	73,000	73,000
	ADDITIONS DURING THE YEAR	-	-
	AT THE END OF THE ACCOUNTING PERIOD	73,000	73,000
10.3	SECURITIES PREMIUM ACCOUNT		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	200,000	200,000
	ADDITIONS / (DELETION) DURING THE YEAR	-	-
	AT THE END OF THE ACCOUNTING PERIOD	200,000	200,000
10.4	SURPLUS		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	(363,717)	(538,029)
	PROFIT / (LOSS) DURING THE YEAR	126,625	174,312
	(BALANCE IN STATEMENT OF PROFIT & LOSS A/C)		
	AT THE END OF THE ACCOUNTING PERIOD	(237,093)	(363,717)
	TOTAL	195,907	69,283
11	<u>OTHER CURRENT LIABILITIES</u>		
11.1	OTHER CURRENT LIABILITIES	215,181	453,568
		215,181	453,568
12	<u>SHORT-TERM PROVISIONS</u>		
12.1	PROVISION FOR TAXATION	0	-
12.2	PROVISION FOR AUDIT FEE	59,000	40,000
		59,000	40,000

NOTES : Forming Part of the Financial Statement

(Amount in Rupees)

NOTE NO.	PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
13	<u>REVENUE FROM OPERATIONS</u>		
13.1	SALES OF STOCK-IN-TRADE	-	-
		-	-
14	<u>OTHER INCOME</u>		
14.1	CONSULTANCY INCOME	-	445,981
14.2	INTEREST INCOME	2,405,858	1,422,012
		2,405,858	1,867,993
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		
	OFFICE STAFF SALARY	472,857	357,000
16.2	OTHER EXPENSES		
	WORKERS AND STAFF WELFARE	37,000	6,000
		509,857	363,000
17	<u>DEPRECIATION & AMORTIZATION EXPENSES</u>		
17.1	DEPRECIATION	10,857	5,173
		10,857	5,173
18	<u>OTHER EXPENSES</u>		
18.1	ADMINISTRATIVE EXPENSE		
	ADVERTISEMENT	45,536	47,829
	AGM EXPENSES	-	16,250
	AUDIT FEES	59,000	40,000
	BANK CHARGES	1,239	4,734
	BOARD MEETING FEES	65,000	-
	BUSINESS PROMOTION EXPENSES	-	-
	CERTIFICATION CHARGES	8,000	12,000
	CONVEYANCE EXPENSES	-	98,243
	DEPOSITORIES	43,070	30,090
	EDP EXPENSES	-	-
	FILING FEES	9,900	89,400
	GENERAL EXPENSES	158,096	95,505
	INTEREST PAID	525	990
	LEGAL & PROFESSIONAL FEES	499,890	52,350
	LISTING EXPENSES	364,620	354,000
	PRINTING & STATIONARY	-	27,822
	ELECTRICITY CHARGES	8,530	-
	MAINTAINANCE & SERVICE CHARGES	47,200	-
	RENT, RATES & TAXES	376,600	390,000
	TELEPHONE EXPENSES	4,711	5,505
	CONSULTANCY FEES	22,500	-
		1,714,417	1,264,718

Notes 1 to 14 signed by the following

<p align="center">IN TERMS OF OUR REPORT ATTACHED For Gupta Agarwal & Associates Chartered Accountants FRN No.- 329001E</p> <p align="center">JAY SHANKER GUPTA Partner Membership No. - 059535</p>	<p align="center">ON BEHALF OF THE BOARD OF DIRECTORS</p> <table style="width: 100%;"> <tr> <td style="width: 50%; text-align: center;"> BAHULEYAN RAMAN NALUPURAKKAL Director DIN : 00297057 </td> <td style="width: 50%; text-align: center;"> KOCHUMATHEW CHOWAILLOOR JOSEPH Managing Director DIN : 02685057 </td> </tr> </table>	BAHULEYAN RAMAN NALUPURAKKAL Director DIN : 00297057	KOCHUMATHEW CHOWAILLOOR JOSEPH Managing Director DIN : 02685057
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Place : Kolkata

Date : 30th June, 2021

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2021

(Amount in Rupees)

SL. NO.	PARTICULARS	As at 31st March, 2021	As at 31st March, 2020
(A)	<u>Cash flow from Operating Activities:</u>		
	Profit Before Tax	170,727	235,103
	<u>Adjustments for:</u>		
	Depreciation	10,857	5,173
	Operating Capital before Working capital charges	181,584	240,276
	<u>Change in Working Capital</u>		
	Receivables (Increase)/decrease	394,312	535,738
	Trade payables Increase/(decrease)	-	-
	Short Term Provisions - Increase/(Decrease)	19,000	(10,000)
	Other Current Liabilities - Increase/(Decrease)	(238,387)	(28,952)
	Other Current Assets - (Increase)/Decrease	(110,472)	(14,454)
	Cash Flow from Operating Activities before Income Tax	64,453	482,332
	Income Tax Paid / Adjustments	(43,608)	(61,086)
	Net cash flow from/(used in) operating activities (A)	202,429	661,522
	(B)	<u>Cash Flow From Investing Activities:</u>	
Proceeds from sale/(purchase)of investments		15,142,028	(15,142,028)
Proceeds from sale/(purchase)of Fixed Assets		(31,469)	(20,200)
Dividend Received		-	-
Short Term Loans & Advances - (Increase)/Decrease		1,418,515	10,140,774
Net Cash flow from /(used in) investing activities (B)	16,529,074	(5,021,454)	
(C)	<u>Cash Flow From Financing Activities:</u>		
	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)	16,731,503	(4,359,932)
	Cash and cash equivalents at the beginning of the year	5,302,341	9,662,273
	Cash and cash equivalents at the end of the year	22,033,844	5,302,341
	<u>Components of cash and cash equivalents</u>		
	Balances with Banks in Current Account	22,025,118	5,293,615
	Cash in Hand	8,726	8,726
Total cash and cash equivalents	22,033,844	5,302,341	

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

BAHULEYAN RAMAN
NALUPURAKKAL
Director
DIN : 00297057

KOCHUMATHEW
CHOWAILLOOR JOSEPH
Managing Director
DIN : 02685057

Place : Kolkata

Date : 30th June, 2021

RAJPUTANA FINANCE PRIVATE LIMITED
COMPUTATION OF INCOME FOR THE PERIOD ENDED 31ST MARCH, 2021

SL. NO.	PARTICULARS	AMOUNT (Rs.)	AMOUNT (Rs.)
1	INCOME FROM BUSINESS		
	Net Profit as per Profit & Loss Account	170,727	
	Add : Expenses disallowable	525	
	Add : Depreciation as per Companies Act	10,857	
		182,109	
	Less : Depreciation as allowable under para 5 of the Income Tax Rules, 1962	12,758	
	GROSS TOTAL INCOME		169,351
	Less: Brought Forward Loss	-	-
			169,351
	Rounded Off under section 288A		-
	TOTAL INCOME		169,351
	Tax Payable (@ 25%)		42,338
	Add : Education Cess (@ 4%)		1,270
	TAX PAYABLE		43,608
	Less : Tax Deducted at Sources		-
	TAX PAYABLE		43,608

2 Computation of Book Profit U/s 115JB of Income Tax Act, 1961

<i>Net Profit as per Profit & Loss Account</i>	170,727
Less : Brought Forward Business Loss or Unabsorbed Depreciation, Whichever is Lower	-
BOOK PROFIT	170,727
<i>Tax Payable U/s 115JA (19.24% of above)</i>	32,850

DEPRECIATION CHART FOR F. Y. 2020-21

NOTE-8 : FIXED ASSETS

FOR ASSETS EXISTING AS ON 31.03.2021

Particular	Original Cost (Rs)	Dep charged upto 31.03.2020	WDV as on 01.04.2020	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 2019-20	WDV as on 31st Mar 2020
Printer	20,200	5,173	15,027	-	3.00	-	3.00	1,010	7,471	63.16%		5,173	7,556
Computer & Peripheral	31,468	-	-	31,468	3.00	-	3.00	1,573	3,386	63.16%	118	-	28,082
Total Assets	51,668	5,173	15,027	31,468				2,583	10,857			5,173	35,638

DEPRECIATION AS PER INCOME TAX

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	AS ON 31.03.20	ADDIDTION / 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	0	31468	31,468	-	6,294	6,294	-	25,174
	-	-	-	-	-	-	-	-
TOTAL	16,160	31,468	47,628	-	12,758	12,758	-	34,870
PREVIOUS YEAR	1,041,100	-	1,041,100	-	156,165	156,165	1,041,100	884,935

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