

RAJATH FINANCE LIMITED

(CIN: L65910MH1984PLC419700)

E-Mail: rajathfin@hotmail.com Website: www.rajathfinance.in GST No: 27AABCR3205L1ZG

24/06/2024

To,
The Department of Corporate Services,
The BSE Ltd., 1st floor,
Phiroze JeeJeebhoy Towers,
Dalal Street,
Mumbai-400 001
Maharashtra

Ref: Scrip Code :507962

Sub: Submission of Notice of Extra-ordinary General Meeting of Rajath Finance Limited.

Dear Sir/Madam,

With reference to the above subject and pursuant to Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed electronic copy of the Notice of the Extra-ordinary General Meeting of Rajath Finance Limited ("the Company") to be held on Wednesday, 17th Day of July, 2024 at 11:00 A.M. at 1001, 10th floor, K. P. Aurum, Marol Maroshi Road, Andheri (E), Mumbai, Maharashtra-400059, India. The same has being sent on 24th June 2024 by email to those members whose email address are registered with the Depository Participant(s) / Link Intime India Private Limited, ("RTA" of the Company).

The said notice is also available on the website of the Company at www.rajathfinance.in.

Kindly take the same on record.

Thanking You,

Yours faithfully,

For RAJATH FINANCE LIMITED



**AKASH HIRENBHAI BHEDA
COMPANY SECRETARY & COMPLIANCE OFFICER**

Encl: As above

NOTICE OF EGM

Rajath Finance Limited

CIN: L65910MH1984PLC419700

Address of Registered Office:

Office No.1001, Tenth Floor, K.P. Aurum Building, CTS No.426A,
Marol Maroshi Road, Andheri (E), Marol Bazar, Mumbai -
400059, Maharashtra.

Phone: 022-29200027 / 022-29200037

E-Mail Id: rajathfin@hotmail.com

WEB: www.rajathfinance.in

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that 01/2024-25 Extra-Ordinary General Meeting ("EGM") of the Members of **RAJATH FINANCE LIMITED** (hereinafter referred to as "the Company") will be held on 17th day, July, 2024 at 11.00 A.M. at the Registered Office of the Company Situated at Office No. 1001, Tenth floor, K. P. Aurum Building, CTS No. 426A, Marol Maroshi Road, Andheri (E), Mumbai, Maharashtra-400059 to transact the following business:

SPECIAL BUSINESS:

1. **TO INCREASE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

To consider, review and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to provisions of Section 13, 61(1)(a) and Section 64 of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014 and such other rules made thereunder, the Articles of Association of the Company and all such other applicable provisions, if any, (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), consent of the Members be and is hereby accorded, to increase the Authorized Share Capital of the Company from Rs. 7,50,00,000/- (Rupees Seven Crores and Fifty Lakhs only) divided into 75,00,000 (Seventy-Five Lakhs) equity shares having face value of Rs.10/- each (Rupees Ten only) to Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs only) equity shares having face value of Rs. 10/- each (Rupees Ten only) and such additional 1,75,00,000 (One Crore Seventy-Five Lakhs only) equity shares shall rank pari-passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Act and the relevant rules framed thereunder, consent of the Members be and is hereby accorded for substituting existing Clause V of the Memorandum of Association ("MOA") of the Company with the following clause:

V *The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each. The Company has the power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being, into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges or conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privilege, condition or restriction in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.*

NOTICE OF EXTRA ORDINARY GENERAL MEETING

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary be and is hereby severally authorized to sign and file all the necessary e-Forms with the Ministry of Corporate Affairs (MCA) and to sign and submit such other Forms physically or electronically as may be required and to do all such acts, deeds, matters and things as may be required in this connection, including but not limited to the alteration of the aforesaid resolution, if required, and to resolve all the questions, difficulties or doubts that may arise in this regard at any stage in the aforesaid matter and to make necessary application(s) and to sign, execute and file all such form(s), paper(s) and document(s) as may be considered necessary or expedient in this matter and to take all such steps/ actions as the Directors of the Company or Company Secretary deem fit to give effect to the aforesaid resolution.”

2. To consider and approve Related Party Transactions.

To consider, review and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including modification or re-enactment thereof) and subject to such approval(s), as may be necessary from time to time and pursuant to the approval/ recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into Related Party Transaction with M/s. Parshwashanti Buildinfra Projects Private Limited, the company in which Director is interested within the meaning of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for such amount and on such material terms and conditions as detailed in the Explanatory Statement to this Resolution and as may be mutually agreed between both the parties for FY 2024-25, 2025-26 & 2026-27 and the said transaction shall not be arm’s length basis and not in the ordinary course of business of the Company.

Sr. No.	Name of the Related Party	Nature of Relationship	Type of Transaction	Value of Transaction
1.	M/s. Parshwashanti Buildinfra Projects Private Limited	Common Director	Use of Premises as Registered Office of the Company on Leave and License basis	Rs. 59,20,200/-

RESOLVED FURTHER THAT the members be and hereby approve and ratify the above mentioned related party transaction between the Company and M/s. Parshwashanti Buildinfra Projects Private Limited for the period beginning April 01, 2024 to the date of the general meeting as detailed in the Explanatory Statement to this Notice.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.

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RESOLVED FURTHER THAT all actions taken by the Board/Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board of Directors,
For RAJATH FINANCE LIMITED**

**AKASH HIRENBHAI BHEDA
COMPANY SECRETARY**

Registered Office Address:
Rajath Finance Limited
1001, 10th floor, K. P. Aurum,
Marol Maroshi Road, Andheri (E),
Mumbai, Maharashtra-400059

Corporate Identification Number (CIN): L65910MH1984PLC419700
E-mail: akash@rajathfinance.in

Date: 24.06 2024
Place: Mumbai

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTES:

1. Pursuant to General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, General Circular Nos 22/2020 dated June 15, 2020, General circular 33/2020 dated September 28, 2020, General circular 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022 General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 issued by Securities and Exchange Board of India, Companies were permitted to send the Notice of EGM only through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories. Further for those members who have not registered their email address, may note that copy of notice is also available on the website of the company at www.rajathfinance.in and also on the website of the Stock exchange at www.bseindia.com for download.
2. Accordingly in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the aforesaid Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, setting out the material facts relating to the business stated under Item No. 1 and 2 is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday 09, July, 2024 to Wednesday 17, July, 2024.
5. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
6. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. For a proxy to be valid, it must be deposited at the registered office of the company, not less than 48 hours before the commencement of meeting.
7. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights only exception being that a member holding more than ten percent, of the total share capital of the company carrying voting rights may appoint single person as proxy and such person shall not act as proxy for any other person or shareholder.
8. In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, your company is pleased to provide remote e-Voting facility to its members for the business as may be transacted at the Extra-ordinary General Meeting of the Company.

NOTICE OF EXTRA ORDINARY GENERAL MEETING

9. The members who have cast their votes by remote e-voting prior to the day of EGM may attend the meeting but shall not be entitled to cast their vote again at the venue of the EGM.
10. E-voting platform for remote e-voting shall be provided by the Link Intime India Private Limited (Instavote), Registrar and Share Transfer Agent of the Company. The detailed instructions for remote e-voting as per the SEBI Circular dated 09th December, 2020 are annexed to this notice.
11. The remote e-voting period shall commence at 09:00 AM on Saturday, 13th July, 2024 and will end at 05:00 PM on Tuesday, 16th July, 2024. During this period, the members of the company holding shares as on the cutoff date i.e Wednesday 10th July, 2024 may cast their vote electronically. E-voting module shall be disabled by the Link Intime after 05:00 PM on Tuesday, 16th July, 2024. During the EGM, voting can be done through ballot/polling paper.
12. PHD & Associates (Practicing Company Secretary) has been appointed by Board of Directors vide their Board Meeting held on Friday, 21st June, 2024, as the Scrutinizer to scrutinize the e-voting process and Voting through Poll at the venue of the EGM in a fair and transparent manner.
13. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and in presence of at least two witnesses not in the employment of the Company. The results shall be declared within two working days after the conclusion of EGM of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Results along with the Scrutinizer's Report(s) will be available on the website of the Company www.rajathfinance.com and on LI IPL's website <https://instavote.linkintime.co.in> and communicated to the BSE Limited, where the shares of the Company are listed.
14. All documents referred to in the accompanying Notice and Explanatory Statement annexed hereto including the Statutory Registers shall be open for inspection at the Registered Office of the Company during normal business hours (9 A.M. to 5 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Extraordinary General Meeting of the Company.
15. Bodies' Corporate Members are requested to send a Certified Copy of the Board Resolution authorizing their Representative(s) to attend and vote at the meeting pursuant to provisions of Section 113 of the Companies Act, 2013.
16. Route map and prominent landmark displaying the venue of the Extra- Ordinary General Meeting is annexed herewith.
17. Members/Proxies should fill the Attendance Slip (annexed below) for attending the meeting and bring their attendance slips in the Meeting.

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Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi

NOTICE OF EXTRA ORDINARY GENERAL MEETING

- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

NOTICE OF EXTRA ORDINARY GENERAL MEETING

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”): STEP 1 – Registration

a) Visit URL: <https://instavote.linkintime.co.in>

b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

NOTICE OF EXTRA ORDINARY GENERAL MEETING

e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.

f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.

b) Click on “Investor Mapping” tab under the Menu Section

c) Map the Investor with the following details:

a. ‘Investor ID’ -

i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*

ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*

b. ‘Investor’s Name - Enter full name of the entity.

c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.

d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.

d) Click on Submit button and investor will be mapped now.

e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.

b) Click on ‘Votes Entry’ tab under the Menu section.

c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.

d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.

g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.

b) You will be able to see the notification for e-voting in inbox.

c) Select '**View**' icon for '**Company’s Name / Event number**'. E-voting page will appear.

d) Download sample vote file from ‘Download Sample Vote File’ option.

NOTICE OF EXTRA ORDINARY GENERAL MEETING

- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
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 : 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

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User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the Frequently Asked Questions (‘FAQs’) and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2) OF THE COMPANIES ACT, 2013 (THE "ACT") SETTING OUT ALL THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS MENTIONED IN THE ACCOMPANYING NOTICE:

ITEM NO 1.

The existing Authorized Share Capital of the Company is Rs.7,50,00,000/- (Rupees Seven Crores and Fifty Lakhs only) divided into 75,00,000 (Seventy-Five Lakhs) Equity shares having face value of Rs.10/- each (Rupees Ten only) and paid-up capital is Rs. 4,00,00,000/- (Rupees Four Crores Only).

The Members are informed that the aforesaid Authorised Share Capital of the Company is insufficient to meet the business requirements. In order to support the growth plans of the Company and for other general corporate purposes, it is proposed to increase the Authorised Share Capital of the Company from the existing Rs. 7,50,00,000/- (Rupees Seven Crores and Fifty Lakhs only) divided into 75,00,000 (Seventy-Five Lakhs) Equity shares having face value of Rs.10/- each (Rupees Ten only) to Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lakhs only) equity shares having face value of Rs. 10/- each (Rupees Ten only) and such additional 1,75,00,000 (One Crore Seventy-Five Lakhs) equity shares shall rank pari-passu in all respects with the existing Equity Shares of the Company.

Members are further informed that in order to give effect to the aforesaid increase in the Authorised Share Capital of the Company, it is required to alter Clause Vof the Memorandum of Association ("MOA") of the Company and replace the said clause with the below mentioned Clause;

VThe Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each. The Company has the power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being, into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges or conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privilege, condition or restriction in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.

The proposal for increase in the Authorised Share Capital and alteration of the Memorandum of Association ("MOA") of the Company requires approval of the Members.

The Board of Directors of the Company at its meeting held on 21st June, 2024, has considered, approved and recommended to the Members to approve the increase in Authorised Share Capital and consequent amendment in the capital clause of the Memorandum of Association of the Company.

A copy of the amended Memorandum of Association ("MOA") of the Company will be made available for the inspection of Members at the Registered Office of the Company

during the office hours on all the working days except Saturdays, Sundays and public holidays, between 11:00 a.m. to 5:00 p.m upto and including the date of EGM i.e. 17th July, 2024.

None of the Directors and/or key managerial personnel of the Company or their relatives, except to the extent of their Directorship are in any way concerned or interested (financially or otherwise), in the proposed resolution as set out in the Notice.

The Board recommends the Ordinary Resolution as set forth in item no.1, for the approval of the Members.

ITEM NO 2.

Section 188 (1) (c) of the Companies Act, 2013, provides that any contract or arrangement of leasing of property of any kind amounting to ten percent (10%) or more of the turnover of the Company to be entered by the Company with the Related Party shall require prior approval of the Company by way of passing ordinary resolution. The Company will enter into lease arrangement for a period of 24 months commencing from May 01, 2024 to April 30, 2027, with M/s. Parshwashanti Buildinfra Projects Private Limited, where Mr. Gautam Kirtikumar Shah, the Managing Director of the Company is holding directorship.

Further, the turnover of the Company for the financial year 2023-24 is Rs. 8,18,600/- (Rupees Eight Lakh Eighteen Thousand Six Hundred only). As the total amount of said transaction is Rs.59,20,200/- (Rupees Fifty-nine Lakh Twenty Two Thousand Two Hundred only), the same is more than ten percent (10%) of the turnover of the Company as per audited financial statement of the preceding year and accordingly would require the prior approval of the members by passing an ordinary resolution.

However, the Company has already entered into the lease agreement and paid lease rent amounting to Rs. 1,60,380/- (Rupees One Lakh Sixty Thousand Three Hundred Eighty only) for the month of April, 2024. Pursuant to Section 188 (3) of the Companies Act, 2013, where any contract or arrangement exceeding the threshold is entered by the Company with a Related Party without obtaining prior approval of the members of the Company, then the same needs to be ratified by the members within three months of entering into such contract or arrangement.

It is clarified that the management had provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, in its meeting held on 21st June, 2024 after reviewing all necessary information, has granted its approval to ratify and enter into the said RPTs. The Audit Committee has further noted that the said transaction(s) will not be at arm's length and shall not in the ordinary course of business.

Information pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, that are required to be disclosed in the explanatory statement which are applicable to the Company.

Name of the Related Parties	M/s. Parshwashanti Buildinfra Projects Private Limited
Nature of the transaction	Use of Premises as Registered Office of the company
Duration of the transaction	11 Months for the Financial Year 2024-25 12 Months for the Financial Year 2025-26 1 Month for Financial Year 2026-27
Particulars of the contract or arrangement	Use of premises of M/s. Parshwashanti Buildinfra Projects Private Limited (Licensor) as the registered office of the Company (Rajath Finance Limited) (Licensee) where in both the Entities Director is interested
Material terms of the contract or arrangement including the value, if any	Use of Premises as the registered office of the company against the consideration to be received in one or more tranches up to an extend of Rs.59, 20,200/- (Rupees Fifty Nine Lakh Twenty Two Thousand Two Hundred only)
Advance paid or received for the contract or arrangement, if any	No Advance paid or received except Security Deposit.
The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Price is determined based on Market conditions; however, Price is being charged below the rate of Market Price.
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	All the Factors are Considered
Maximum Expected Value of transactions, in aggregate	The Maximum Expected Value of Transaction is Rs.59, 20,200/- (Rupees Fifty-Nine Lakh Twenty-Two Thousand Two Hundred only)

Any other information relevant or important for the Board to take a decision on the proposed transaction

Based on above facts and figures the amount is computed

Except Mr. Gautam Kirtikumar Shah, the Managing Director of the Company, being related party, none of the other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No 2. It is further clarified that none of the Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise except for the said RPTs proposed to be entered, in the Resolution mentioned above.

The Board recommends the Ordinary Resolution as set forth in item no.2, for the approval of the Members

**By Order of the Board of Directors,
For RAJATH FINANCE LIMITED**

**AKASH HIRENBHAI BHEDA
COMPANY SECRETARY**

Registered Office Address:
Rajath Finance Limited
1001, 10th floor, K. P. Aurum,
Marol Maroshi Road, Andheri (E),
Mumbai, Maharashtra-400059

Corporate Identification Number (CIN): L65910MH1984PLC419700
E-mail: akash@rajathfinance.in

Date: 24.06 2024
Place: Mumbai

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	:	
Registered Address	:	
E-mail	:	
Registered Folio Number	:	
DP Id.	:	

I/We, being member(s) of _____ shares of the Rajath Finance Limited, hereby appoint		
Name	:	
E-mail	:	
Address	:	
Signature	:	
or failing him/her		
Name	:	
E-mail	:	
Address	:	
Signature	:	
or failing him/her		
Name	:	
E-mail	:	
Address	:	
Signature	:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 01/2024-25 Extra-Ordinary General Meeting of the Company, to be held on the 17th day, July, 2024 at 11.00 A.M at the registered office of the Company situated at Office No. 1001, Tenth floor, K. P. Aurum Building, CTS No. 426A, Marol Maroshi Road, Andheri (E), Mumbai, Maharashtra-400059, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Particulars of Resolution
1.	To increase Authorized Share Capital of the Company and consequent alteration of the capital clause of the Memorandum of Association of the company.
2.	Approval of Related Party Transaction

Signed this _____ day of _____ 2024

Affix revenue
stamp

Name of the Member/ Proxy:

Signature of the Member/ Proxy:

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered & Corporate Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A proxy shall prove his identity at the time of attending the Meeting.
3. The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the Company/Depository Participant.
4. A Proxy need not be a member of the Company.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
6. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
7. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
8. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.
9. Undated proxy form will not be considered valid.
10. Please complete all details including details of member(s) in above box before submission.

*Applicable for Investors holding shares in demat form.

**Form No. MGT-12
Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the
Companies (Management and Administration) Rules, 2014]

**RAJATH FINANCE LIMITED
[CIN: L65910MH1984PLC419700]**

Registered Office: Office No.1001, Tenth Floor, K.P. Aurum Building, CTS No.426A,
Marol Maroshi Road, Andheri (E), Marol Bazar, Mumbai - 400059, Maharashtra,
India

Phone: 022-29200027 / 022-29200037 **Website:** www.rajathfinance.com
Email: rajathfin@hotmail.com

BALLOT PAPER

S No.	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal Address	
3	Registered folio No./ *Client Id No. (*Applicable to investor holding shares in dematerialized form)	
4	Class of Shares	Equity Shares

I hereby exercise my vote in respect of Ordinary Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No	Item Details	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
1	To increase Authorized Share Capital of the Company and consequent alteration of the capital clause of the Memorandum of Association of the company.			
2	Approval of Related Party Transaction			

Place:

Date:

(Signature of the shareholder)

RAJATH FINANCE LIMITED
CIN: L65910MH1984PLC419700
Registered Office: 1001, 10th floor, K. P. Aurum, Marol Maroshi Road,
Andheri (E), Mumbai,
Maharashtra-400059

ATTENDANCE SLIP
EXTRA-ORDINARY GENERAL MEETING

Registered Folio No./DP ID	:	
Name of the Member	:	
Name of Authorized Representative	:	
Address of the Member	:	
Number of Shares Held	:	

I hereby record my presence at the 01/2024-25 Extra-Ordinary General Meeting of the Members of Rajath Finance Limited held on Wednesday, 17th July, 2024 at 11.00 A.M. at the registered office of the company situated at Office No. 1001, Tenth floor, K. P. Aurum Building, CTS No. 426A, Marol Maroshi Road, Andheri (E), Mumbai, Maharashtra-400059.

Name of the Member/ Proxy:

Signature of the Member/ Proxy:

Date:

Place:

(To be signed at the time of handing over the slip)

Note:

- (1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting Hall.
- (2) Copies will not be distributed at the Meeting.
- (3) Member/Proxyholder should also bring a valid photo identity (i.e. PAN/AADHAR etc.) for identification purposes

Route Map to the Venue of the 1st Extra Ordinary General Meeting

(Venue: Office No. 1001, Tenth floor, K. P. Aurum Building, CTS No. 426A, Marol Maroshi Road, Andheri (E), Mumbai, Maharashtra-400059)

