

RAJATH FINANCE LIMITED

(CIN: L65910MH1984PLC419700)

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

27th August 2024

To,
The Department of Corporate Services,
The BSE Ltd., 1st Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001,
Maharashtra, India

Script Code No: 507962

Sub: Submission of Notice of 39th Annual General Meeting of Rajath Finance Limited.

Dear Sir/Madam,

With reference to the above subject and pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed copy of the notice of the 39th Annual General Meeting (AGM) of Rajath Finance Limited ("the Company") to be held on 20th September, 2024 at 02:30 p.m. at registered Office of the company at office No. 1001, tenth Floor, K.P. Aurum Building, Marol Maroshi Road, Andheri (East), Mumbai – 400059. The same has been sent on 27th August 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).

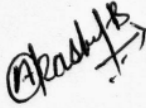
The said Notice is also available on the website of the Company at www.fynxcapital.com.

Kindly take the same on record.

Thanking you,

Yours Faithfully,

For, RAJATH FINANCE LIMITED



AKASH HIRENBHAI BHEDA
COMPANY SECRETARY & COMPLIANCE OFFICER

1001, 10th floor, K. P. Aurum, Marol Maroshi Road, Andheri (E), Mumbai, Maharashtra-400059

Contact: 022 29200027 / 022 29200037

NOTICE OF AGM

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), Mumbai – 400059.

Phone: 022 – 29200027 / 022-29200037

E-Mail Id: rajathfin@hotmail.com

Website: www.fynxcapial.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 39th Annual General Meeting of the Members of the Company will be held on Friday, 20th September, 2024 at 02:30 p.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 - 400059, India to transact the following businesses:

❖ Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the yearended March 31, 2024, and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Jaya Nigam [DIN: 05193565], who retires by rotation and, being eligible, offers herself for re-appointment.
3. To appoint M/s. N.C. Vaishnav & Co, Chartered Accountant as the Statutory Auditor of the Company and in this regard pass the following resolution;

“RESOLVED THAT Pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and on recommendations of Audit Committee and Board of Directors M/s. N.C. Vaishnav & Co, Chartered Accountant be and is hereby appointed as Statutory Auditor of the Company w.e.f August 14, 2024 to fill the casual vacancy arising out of resignation of A. D. Vyas & Co., Chartered Accountants and to hold office till the conclusion of this Annual General Meeting, on such remuneration and reimbursement of expenses as may be fixed by the Board of Directors.

“RESOLVED THAT pursuant to the provisions of Section 139, 142, and other applicable provisions, if any, of the Companies Act, 2013, and rules made there under (including any statutory modifications and re-enactments thereof, for the time being in force), M/s. N.C. Vaishnav & Co Chartered Accountants (Registration No : 112712W), be and is hereby appointed as Statutory Auditors of the Company for a period of 5 years (2024-2025 to 2028-2029) period starting from 2024-25 and that they shall hold office from the conclusion of the 39th Annual General Meeting of the Company and shall hold office till the conclusion of 44th Annual General Meeting of the Company at a remuneration to be mutually agreed upon between the Company and the Auditor plus reimbursement of service tax, travelling and out-of-pocket expenses incurred by them for the purpose of audit.

RESOLVED FURTHER THAT any Directors of the Company and/or the Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary to give effect to the above said resolution.”

❖ Special Business:

4. Appointment of Mr. Ashok Kumar Nag as Independent Director of the Company

To consider and, if thought fit, to pass with or without modification(s), as an ORDINARY RESOLUTION the following:

NOTICE OF ANNUAL GENERAL MEETING

“RESOLVED THAT Mr. Ashok Kumar Nag (DIN 06796476) who was appointed as an Additional Director and holds office up to the date of this Annual General Meeting of the Company, is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 160 of the Companies Act, 2013, proposing his candidature for the office of a Director, be and is hereby appointed as a Director.

RESOLVED FURTHER THAT pursuant to Section 149 of the Companies Act, 2013 Mr. Ashok Kumar Nag be and is hereby appointed as an Independent Director of the Company to hold office for a consecutive term of five years commencing from August 14, 2024, to August 13, 2029.”

5. To set limit to make investments and to give guarantee or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013

To consider and, if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 3.50 Crores (Rupees Three Crores Fifty Lacs) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT any Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

DATE: 14.08.2024
MUMBAI

By Order of the Board of Directors,
FOR, RAJATH FINANCE LIMITED PLACE:

Akash Hirenghai Bheda
Company Secretary & Compliance Officer

NOTICE OF ANNUAL GENERAL MEETING

NOTES:

- A. A Member entitled to attend and vote at the Annual General Meeting (“the meeting”) is entitled to appoint a proxy to attend and vote on poll and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
- B. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday 14th September, 2024 to Friday, 20th September, 2024.
- C. Ministry of Corporate Affairs (“MCA”) vide various circulars issued since May, 2020 including the general circular No. 02/2022 issued on 05th May, 2022 read with Securities and Exchange Board of India (SEBI) Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 issued on 13th May, 2022, MCA, vide General Circular No.9/2023 dated September 25, 2023 and SEBI Circular dated October 7, 2023 has extended the relaxation from dispatching of physical copy of Annual Report including financial statements for the year 2024, to shareholders, till 30th September, 2024. In compliance of MCA and SEBI Circulars, soft copy of annual report is being sent to all the members whose email address is registered with Company/Depository Participant(s). Further for those members who have not registered their email address, may note that copy of annual report for the financial year 2023-24 is also available on the website of the company at www.fynxcapital.com and also on the website of the Stock exchange at www.bseindia.com for download.
- D. 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.
- E. 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 Annual General Meeting of the Company.

NOTICE OF ANNUAL GENERAL MEETING

- F. The members who have cast their votes by remote e-voting prior to the day of AGM may attend the meeting but shall not be entitled to cast their vote again at the venue of the AGM.
- G. 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.
- H. The remote e-voting period shall commence at 09:00 AM on Tuesday, 17th September, 2024 and will end at 05:00 PM on Thursday, 19th September, 2024. During this period, the members of the company holding shares as on the cutoff date i.e Friday, 13th September, 2024 may cast their vote electronically. E-voting module shall be disabled by the Link Intime after 05:00 PM on Thursday, 19th September, 2024. During the AGM, voting can be done through ballot/polling paper. Members/proxies/authorised representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting
- I. The person whose name is registered in the register of members of the Company or in the register of beneficial owners as maintained by the depositories as on Friday, 23rd August, 2024 [Cut-off date for receiving Notice and Annual Report], shall be entitled for receiving of the Notice of Annual General Meeting along with Annual Report for the F.Y. 2023-24, through their registered Email-id.
- J. M/s. PHD & Associates has been appointed as the Scrutinizer to scrutinize the e-voting process and Voting through Poll at the venue of the AGM in a fair and transparent manner.
- K. The results shall be declared within two working days after the AGM of the Company. The Results along with the Scrutinizer's Report(s) will be available on the website of the Company (www.fynxcapital.com) and on LIPL's website (<https://instavote.linkintime.co.in>), within two (2) days of passing of the resolutions at the AGM and communicated to the BSE Limited, where the shares of the Company are listed.
- L. All documents referred to in the accompanying Notice 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 Annual General Meeting of the Company.

NOTICE OF ANNUAL GENERAL MEETING

BRIEF PROFILE OF DIRECTOR SEEING APPOINTMENT:

Director's Name	Mr. Ashok Kumar Nag
Date of Appointment as Director in Company	14/08/2024
Qualification	Ph D from Indian Statistical Institute, Calcutta. B. Stata and M. Stat Degree (First Division at both levels) from the same institution.
Experience in specific functional area	Mr. Ashok Kumar Nag has an experience of more than 25 years of experience in which he has worked with the Reserve Bank of India a period of 21 years in different capacities. Mr. Ashok Kumar Nag was research associate at the Center for Development Studies at Trivandrum in the state of Kerala and was also Lecturer of Statistics in department of Commerce and Business Management, University of Calcutta.
Directorship held in other Public Limited (excluding Directorship in Rajath Finance Limited)	National Spot Exchange Limited
Membership/Chairmanship of Committees in other Public Limited (excluding Membership/Chairmanship of Committees in Rajath Finance Limited)	Not Applicable
No. of Shares held	NIL

**DATE: 14.08.2024
MUMBAI**

By Order of the Board of Directors,
FOR, RAJATH FINANCE LIMITED PLACE:

Akash Hirenghai Bheda
Company Secretary & Compliance Officer

NOTICE OF ANNUAL GENERAL MEETING

❖ **Instructions for e-Voting:**

Please read the instructions given below before exercising the voting right through remote e-voting.

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can 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 to access e-Voting facility.

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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDEAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDEAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDEAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL
 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

NOTICE OF ANNUAL GENERAL MEETING

- Alternatively, the user can directly access the 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, the 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) login through their depository participants, 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your 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:

- Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- 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).

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

Cast your vote electronically:

- After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
- E-voting page will appear.
- 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).
- After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will

NOTICE OF ANNUAL GENERAL MEETING

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:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

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

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical 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 '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 minimum 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

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.

NOTICE OF ANNUAL GENERAL MEETING

- 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.

ANNEXURE TO THE NOTICE OF THE 39TH (THIRTY-NINE) ANNUAL GENERAL MEETING (AGM) OF RAJATH FINANCE LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT"):

The Explanatory Statement in terms of the provisions of Section 102(1) of the Act, sets out all material facts relating to the Ordinary and Special Business mentioned in the accompanying Notice for convening the 39th (Thirty-Ninth) Annual General Meeting ("AGM") of Rajath Finance Limited on Friday, September 20, 2024, at 02.30 p.m. (IST):

Item No.3

As A. D. VYAS & CO, Chartered Accountants, has resigned from the post of Statutory Auditor of the company. Hence, for the casual vacancy arise due to the resignation the Board of Directors on recommendation of Audit Committee and subject to approval of members, appointed M/s. N.C. Vaishnav & Co, Chartered Accountants as Statutory Auditor of the company pursuant to the provisions of Section 139 (8) of the Companies Act, 2013. The Board in its meeting held on 21.06.2024 has recommended appointment of M/s. N.C. Vaishnav & Co, Chartered Accountants for a period of 5 Years (2024-2025 to 2028-2029) from the conclusion of the 39th Annual General Meeting of the Company and shall hold office till the conclusion of 44th Annual General Meeting. As the Board of Directors of a Company cannot, except with the consent of Members in General Meeting by an ordinary resolution, appoint any person as an Auditor of the Company. The Directors, therefore, recommend the Ordinary Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution.

The Board recommends the resolution set forth in item no.3 for the approval of the members.

Item No.4

The Board of Directors of the company, through resolution passed in their meeting held on 14th day of August 2024 has appointed Mr. Ashok Kumar Nag (DIN: 06796476) as Additional Director of the company till the date of the next annual general meeting. Accordingly, in terms of the provisions of the Companies Act, 2013 approval of the members of the company is required for regularization of Mr. Ashok Kumar Nag as Director (Independent) of the company.

None of the Directors of the company is concerned or interested in the resolution.

The Board recommends the resolution set forth in item no. 4 for the approval of the members.

Item No. 5

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. In terms of Rule No.11(1) of the Companies (Meeting of Board

and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly owned subsidiary, the requirement of Section 186(3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit in the normal course of business, the Company may be required to give guarantees or make investments in excess of the limits specified in Section 186(2) of the 'Act'.

Accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide guarantees and make investments up to a sum of Rs. 3.50 Crores (Rupees Three Crores Fifty Lacs) over and above the aggregate of free reserves and securities premium account of the Company at any point of time.

The Board of Directors recommends resolution as set out in item No. 5 for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution.

DATE: 14.08.2024

PLACE: MUMBAI

By Order of the Board of Directors,
FOR, RAJATH FINANCE LIMITED

Akash Hirenbhai Bheda
Company Secretary & Compliance Officer