



Date: 24.06.2024

To,
Department of Corporate Service
The Bombay Stock Exchange
BSE Limited
25 P. J. Tower, Dalal Street,
Mumbai – 400 001

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

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

Sub: Notice of 82nd Annual General Meeting – Rajputana Investment & Finance Limited

Dear Sir (s),

With reference to the subject mentioned, we hereby submit the soft copy of notice of the 82nd Annual General Meeting of the company for the financial year 2023-2024

This is for your kind information and records

Thanking You,
Yours Faithfully,
For M/s Rajputana Investment & Finance Limited

Villadath Vinitha
Company Secretary & Compliance officer
Membership No: ACS59401

Rajputana Investment & Finance Limited

Reg. Address: Building No: 1/110, BRD Complex, NH Bypass, Konikkara, Thrissur, Thrissur Kerala, 680306, India

Corporate Office Address: Building No: 1/110, BRD Complex, NH Bypass, Konikkara, Thrissur, Thrissur Kerala, 680306, India

CIN: L50100KL1941PLC078267|**Email Id:** rajputanainvestment@gmail.com

Website: www.rajputanainvestment.com|**Ph No:** 91+ 7593818458

NOTICE OF THE 82nd ANNUAL GENERAL MEETING

Notice is hereby given that the 82nd Annual General Meeting of the company will be held on Wednesday, the 17th day of July 2024 at 3.00 P.M through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. Adoption of Annual Accounts

To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution, with or without modifications as an ordinary resolution

“**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 and the report of the Directors’ and the Auditors’ thereon, as circulated to the members, be and are hereby considered and adopted”

SPECIAL BUSINESS

2. Re-Appointment of Mr. Sunny Mathew (DIN: 08389552) as non-executive Independent Director.

To consider, and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and as per the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) on recommendation of Nomination and Remuneration committee and the approval of Board of Directors at their respective meeting held on 22.05.2024, Mr. Sunny Mathew (DIN: 08389552) is eligible for re-appointment as Non – Executive Independent Director and in respect whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the company for a second term of 5 years with effect from 22.05.2024.

“RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution. “

3. Re-Appointment of Ms. Liji Jmmy Thalakkottoor (DIN: 08448618) as non-executive Independent Director

To consider, and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and as per the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) on recommendation of Nomination and Remuneration committee and the approval of Board of Directors at their respective meeting held on 22.05.2024, Ms. Liji Jmmy Thalakkottoor (DIN: 08448618) is eligible for re-appointment as Non – Executive Independent Director and in respect whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the company for a second term of 5 years with effect from 22.05.2024.

“RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution. “

4. Increment in building rent from Rs. 10000.00/- to Rs. 50000.00/- per month

To consider, and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 (“Act”), read with Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any amendment(s), statutory modification(s), variation(s), and/or re-enactment(s) for the time being in force) and the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, the approval of Shareholders be and is hereby accorded to board of directors of the company to increase the rent from Rs. 10000.00/- to

Rs. 50000.00/- P.M on land band infrastructure which were purchased on lease from BRD Motors Limited with retrospective effect from 01.11.2023.

“RESOLVED FURTHER THAT any of the Directors or Company Secretary be and is hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

5. Approval of park and sale commission agreement with BRD Car World Limited u/s 188 of the Companies Act 2013.

To consider, and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 (“Act”), read with Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), (including any amendment(s), statutory modification(s), variation(s), and/or re-enactment(s) for the time being in force as amended from time to time, the approval of Shareholders be and is hereby accorded to board of directors of the company for entering into park and sale commission agreement for the financial year 2024-2025 as set out in the Explanatory Statement, with M/s BRD Car World Limited subject to fixed commission of Rs.150000.00/- on monthly basis and also variable commission based on the sale performance.

“RESOLVED FURTHER THAT the Board of Directors or Chief Financial Officer of the company be and is hereby authorized to sign and execute the agreement and to take all the necessary actions to implement the said resolution”.

6. Remuneration to Managing Director in excess of 5% of the Net Profit of the company

To consider, and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:

“RESOLVED THAT in terms of provisions contained in Sections 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder, including any statutory modifications or re-enactment thereof, and applicable provision of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and subject to such other approvals as may be necessary, approval of the Members be and is hereby accorded for payment of remuneration to Mr. Jijin Chanayil Surendran (DIN 03305487), Managing Director appointed at 80th Annual General Meeting

as set out in the Explanatory Statement, in excess of prescribed limit of 5% of the Net Profits of the Company computed in accordance with Section 198 of the Act, in any financial year(s) during his tenure as the Managing Director of the Company;

“RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the board of directors

M/s Rajputana Investment & Finance Limited

Mr. Jijin C Surendran

Managing Director (DIN: 03305487)

Place: Thrissur

Date: 20.06.2024

NOTES:

- I. In continuation to the Ministry's General circular No. 20/ 2020 dated 05.05.2020, General Circular No. 02/ 2022 dated 05.05.2022 and General Circular No. 10/ 2022 dated 28.12.2022 and after due examination, it has been decided to allow the companies whose AGMs are due in the Year 2023 or 2024, to conduct their AGMs through VC or OAVM on or before 30th September, 2024 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.
- II. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this Annual General Meeting ('AGM') is annexed.
- III. Since this AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), (a) Members will not be able to appoint proxies for the meeting, and (b) Attendance Slip & Route Map are not annexed to this Notice.
- IV. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM) and also e-voting during the AGM, for which purpose the Board of Directors of the Company ('the

Board') have engaged the services of *Central Depository Services (India) Limited (CDSL)*. The Board has appointed Ms. Liya Antony (ACS: 39611) Practicing Company Secretary, as the Scrutinizer to scrutinize the process of e-voting.

- V. Remote e-voting will commence on Sunday, the 14th day of July 2024 at 9.00 A.M. and will end on Tuesday, the 16th day of July 2024 at 5.00 P.M. During this period shareholders' of the Company may cast their vote electronically. The Company has fixed Wednesday, 10th day of July 2024 as the cut-off date for determining voting right of shareholders entitled to participate in the e-voting process.
- VI. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Wednesday, 10th day of July 2024 (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 or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.
- VII. In conformity with the applicable regulatory requirements, the Annual Report 2023-2024 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. The Annual Report of Financial year 2023-24 will also be available on the Company's website at www.rajputanainvestment.com, websites of the Stock Exchanges i.e. BSE Limited (BSE) & CSE Limited (CSE) at www.bseindia.com and www.cseindia.com respectively and website of CDSL also.
- VIII. Members who hold shares in the certificate form or who have not registered their e-mail addresses with the Company or with the Depositories and wish to receive the AGM Notice and the Report and Accounts 2024, or participate in the AGM, or cast their votes through remote e-voting or e-voting during the meeting, are required to register their e-mail addresses with the Company, may send a letter requesting for registration of their e-mail addresses, mentioning their name and DP ID & Client ID / folio number, through e-mail at rajputanainvestment@gmail.com or to Share Transfer Agent of the Company, M/s. 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
- IX. 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.

- X. 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.
- XI. 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.

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

- I. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned below for e-voting.
- II. 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 e-voting.
- III. Only those persons who are Members of the Company as on the cut-off date i.e. 21.06.2024 will be able to attend the AGM through VC/OAVM and a person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- IV. 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.
- V. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- VI. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- VII. 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.
- VIII. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request with questions if any, in advance at least **7 days prior to the meeting** mentioning their name, demat account number/folio number, email id, mobile number at rajputanainvestment@gmail.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at rajputanainvestment@gmail.com. These queries will be replied by the company suitably by email.
- IX. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- X. Only those shareholders, who are present in the AGM 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 AGM.
- XI. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

GENERAL INSTRUCTIONS

- I. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Share Transfer Agents.
- II. 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, pursuant to Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-13 to the RTA of the Company. Further, members desirous of cancelling/varying nomination pursuant to Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests

in Form No. SH-14 to the RTA of the Company. These forms will be made available on request.

THE INTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. 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 <Record Date> 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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, 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 cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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

	<p>progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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.nsdl.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.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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

Individual Shareholders (holding securities in demat mode) login through	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
their Depository Participants (DP)	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.

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 toll free no. 1800 22 55 33
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 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 Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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)	<p>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.</p> <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.

- (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 <Company Name> 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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, 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 mandatory 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; rajputanainvestment@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 toll free no. 1800 22 55 33

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 toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT 2013

2. Re-Appointment of Mr. Sunny Mathew (DIN: 08389552) as non-executive Independent Director

Mr. Sunny Mathew (DIN: 08389552), was appointed as an Independent Director on the Board of the Company for a term of 5 years.

The Nomination & Remuneration Committee has recommended the re-appointment of Mr. Sunny Mathew (DIN: 08389552), as Non-Executive Independent Directors not liable to retire by rotation pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and as per provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, to hold office for term of five consecutive years with effect from 22.05.2024.

The Company has received declarations from Mr. Sunny Mathew (DIN: 08389552), to the effect that he meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Brief resume of Mr. Sunny Mathew (DIN: 08389552), nature of his expertise in specific functional areas and names of companies in which they hold Directorships and memberships / chairmanships of Board Committees, and relationships between Directors inter-se as stipulated and as per provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, are given in the Annexure to the Notice forming part of the Annual Report.

Except Mr. Sunny Mathew (DIN: 08389552), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Special Resolutions set out at Item Nos. 2 of the Notice for approval by the shareholders.

3. Re-Appointment of Ms. Liji Jmmy Thalakkottoor (DIN: 08448618) as non-executive Independent Director

Ms. Liji Jmmy Thalakkottoor (DIN: 08448618) was appointed as an Independent Director on the Board of the Company for a term of 5 years.

The Nomination & Remuneration Committee has recommended the re-appointment of Ms. Liji Jmmy Thalakkottoor (DIN: 08448618), as Non-Executive Independent Directors not liable to retire by rotation pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and as per provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, to hold office for term of five consecutive years with effect from 22.05.2024.

The Company has received declarations from Ms. Liji Jmmy Thalakkottoor (DIN: 08448618), to the effect that he meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

Brief resume of Ms. Liji Jmmy Thalakkottoor (DIN: 08448618), nature of his expertise in specific functional areas and names of companies in which they hold Directorships and memberships / chairmanships of Board Committees, and relationships between Directors inter-se as stipulated and as per provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, are given in the Annexure to the Notice forming part of the Annual Report.

Except Ms. Liji Jmmy Thalakkottoor (DIN: 08448618), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Special Resolutions set out at Item Nos. 3 of the Notice for approval by the shareholders.

4. Increment in building rent from Rs. 10000.00/- to Rs. 50000/- per month

The Company, in order to further its business interests, with the approval of shareholders in 80th Annual General Meeting held on 30.08.2022, entered into a lease agreement with M/s B R D Motors Limited to lease the property of M/s B R D Motors Limited situated at Building No: 1/110, BRD Complex, NH Bypass, Konikkara, Thrissur-680306, to carry out our business properly.

The board of directors of the company at its meeting held on 13.11.2023, renewed the lease agreement with M/s B R D Motors Limited and also increased the rent on land band infrastructure from Rs.10000.00/- to Rs.50000.00/- P.M.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Board recommends the Special Resolutions set out at the Item Nos. 4 of the Notice for approval by the shareholders.

5. Approval of park and sale commission with BRD Car World Limited u/s 188 of the Companies Act 2013.

The Company, in order to further its business activities, entered into park and sale commission agreement with M/s BRD Car World Limited, a Related Party within the definition of Section 2(76) and section 188 of the Companies Act 2013.

The board of directors at its meeting held on 22.05.2024, agree to take all sale related works and responsibilities to sell premium cars stock of M/s BRD Car World Limited subject to a fixed commission of Rs.150000.00/- on monthly basis for maintenance and safe keeping of their vehicles and also a variable commission on the basis of sale performance.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Board recommends the Special Resolutions set out in the Item No. 5 of the Notice for approval by the shareholders.

6. Remuneration to Managing Director in excess of 5% of the Net Profit of the company

Based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the members at its 80th Annual General Meeting ('AGM') held on 31.08.2022, approved the appointment and remuneration payable to Mr. Jijin Chanayil Surendran as Managing Director of the Company for a period of 5 years with effect from 29.06.2022. Further, the members had authorised the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mr. Jijin Chanayil Surendran, but such remuneration payable shall be within the limits specified in the Section 197 and other applicable provisions of the Companies Act, 2013 ('the Act').

As per Section 197 and other applicable provisions of the act, the remuneration payable to any one managing director or whole-time director or manager shall not exceed 5% of the net profits of the Company and if there is more than one such director remuneration shall not exceed 10% of the net profits to all such directors and manager taken together.

The Nomination and Remuneration Committee and the board recommended Rs.10000.00/- as monthly fixed remuneration plus incentive @10% of margin on sales of vehicles. Therefor the total Remuneration payable to Managing director May exceed 5% as specified under Section 197 of the Companies Act, 2013.

In accordance with the applicable provisions of the Companies Act, 2013, approval of members is being sought, by way of special resolution, for payment of remuneration to Mr. Jijin Chanayil Surendran, Managing Director, in excess of prescribed limit of 5% of net profit of the Company, in this AGM.

Except Mr. Jijin Chanayil Surendran, no other director(s) and Key Managerial Personnel(s) or their relatives, is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolutions set out in the Item Nos. 6 of the Notice for approval by the shareholders.

ANNEXURE TO NOTICE

Details of the Directors Seeking Appointment / Re-Appointment in Forthcoming Annual General Meeting (In pursuance of Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.

Name of the Director	Sunny Mathew (DIN: 08389552)	Liji Jmmy Thalakkottoor (DIN: 08448618)
Date of Birth	30/05/1970	17/02/1981
Reason for change	Re-appointment of Mr. Sunny Mathew (DIN: 08389552) as Non-Executive Independent Director	Re-appointment of Ms. Liji Jmmy Thalakkottoor (DIN: 08448618) as Non-Executive Independent Director
Date of Re-appointment	22.05.2024	22.05.2024
Term of Re-appointment	Re-appointment of Mr. Sunny Mathew (DIN: 08389552) as Non-Executive Independent Director for further period of 5 Years with immediate effect i.e., 22.05.2024 subject to approval shareholders of the company.	Re-appointment of Ms. Liji Jmmy Thalakkottoor (DIN: 08448618) as Non-Executive Independent Director for further period of 5 Years with immediate effect i.e., 22.05.2024 subject to approval shareholders of the company.
Brief profile	Mr. Sunny Mathew aged 54 years completed LLB and having more than 21 years' experience as Advocate	Ms. Liji Jimmy Thalakkottoor aged 42 years completed LLB and having more than 18 years' experience as Advocate
List of other companies in which directorship hold as on 31.03.2024	M/s Rajputana Investment & Finance Limited M/s B R D Motors Limited M/s B R D Car World Limited M/s B R D Finance Limited M/s BRD Securities Limited	M/s Rajputana Investment & Finance Limited
Relationship with other director and KMP	Nil	Nil
Meeting of the board attended during the year	6	5
Details of remuneration sought to be paid	Only sitting fee for attending board and committee meeting	Only sitting fee for attending board and committee meeting
No of equity share held in the company	Nil	Nil