

RAJATH FINANCE LIMITED

[CIN: L65910GJ1984PLC007486]

Registered Office: 208-215, Star Plaza, Phulchhab Chowk, Rajkot 360001, Gujarat, India
Phone: 0281-2447800/2454271 E-mail: rajathfin@gmail.com Website: www.rajathfinance.in

30th October, 2023

To,

The Department of Corporate Services,

BSE Ltd. First Floor, Phiroz Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001,
Maharashtra

BSE Scrip Code: 507962

Sub: Intimation on receipt of approval from Shareholders of the Company vide 38th Annual General Meeting (AGM) dated 30th September 2023 pertaining to Shifting of Registered Office of the Company from Gujarat to Maharashtra, Adoption of new sets of Articles of Association as per Companies Act, 2013, Adoption of new sets of Memorandum of Association as per Companies Act, 2013 and Change in Main Object Clause of the Company

Dear Sir/Madam,

With regard to the above cited subject, we wish to inform you that following Resolutions have been approved by the Shareholders of the Company in the 38th Annual General Meeting of the Company which was held on 30th September 2023 at the Registered Office of the Company at 208-215, Star Plaza, Phulchhab Chowk, Rajkot 360001, Gujarat, India:

Item No. 10: Shifting of Registered Office

Item No. 11: Adoption of new sets of Articles of Association as per Companies Act 2013

Item No. 12: Adoption of new sets of Memorandum of Association as per Companies Act 2013

Item No. 13: Change in the Main Object Clause of the Company

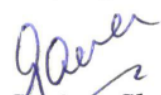
Kindly find the attached extract of Certified True Copy of the Resolutions passed at the 38th Annual General Meeting.

Kindly take the above said information on record.

Thanking you,

Yours faithfully,

For, Rajath Finance Limited,


Gautam Shah
Director
DIN: 06379806



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CERTIFIED TRUE COPY OF THE EXTRACT OF THE RESOLUTION PASSED AT THE 38TH ANNUAL GENERAL MEETING OF RAJATH FINANCE LIMITED, HELD ON 30TH SEPTEMBER, 2023 AT THE REGISTERED OFFICE OF THE COMPANY AT 208 - 215 STAR PLAZA, PHULCHHAB CHOWK, RAJKOT - 360 001 GUJARAT, INDIA

Item No. 10: Shifting of Registered Office of the Company

“RESOLVED THAT pursuant to the provisions of Sections 12, 13 and 110 of the Companies Act, 2013 read with Rule 30 of the Companies (Incorporation) Rules, 2014, such other rules and regulations made thereunder and all other applicable provisions, if any, (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the approval of the Regional Director, North Western Region, Ahmedabad, Gujarat, the Registrar of Companies, Gujarat, Ahmedabad and any other regulatory authority(ies), the consent of the Members of the Company be and is hereby accorded for shifting of the Registered office of the Company from the ‘State of Gujarat’ to the ‘State of Maharashtra.’”

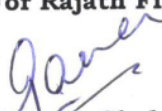
“RESOLVED FURTHER THAT Clause II of the Memorandum of Association of the Company, be and is hereby altered and substitution of the following clause:

Clause II: The Registered office of the Company will be situated in the “State of Maharashtra within the jurisdiction of Registrar of Companies, Mumbai.

“RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorised severally to sign the petition, application, affidavits and such other documents as may be necessary in relation to filing of Application with the Regional Director (Central Government), North Western Region, Gujarat, Ahmedabad, the Registrar of Companies, Ahmedabad, Gujarat and/or any other concerned authority in respect to the Shifting of Registered Office of the Company from the ‘State of Gujarat’ to the ‘State of Maharashtra.’”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorize and appoint M/s. MEHTA & MEHTA, Practicing Company Secretaries, Mumbai and their Associates, to enter in to appearance and represent the Company before the Regional Director, North Western Region, Gujarat, Ahmedabad and any other concerned authority in the appropriate proceedings under Section 13(4) of the Companies Act 2013, filed for seeking approval for the shifting of the Registered office of the Company from the ‘State of Gujarat’ to the ‘State of Maharashtra’, and to accept such modifications and/or alterations in the Special Resolution as may be deemed necessary by the Regional Director, North Western Region, Gujarat, Ahmedabad, while giving its approval and to do all such acts, things, matters and deeds as may be necessary and appropriate in this regard.”

**Certified True Copy
For Rajath Finance Limited**


**Gautam Shah
Director
DIN: 06379806**



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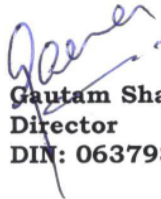
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Item No. 11: Adoption of new sets of Articles of Association as per Companies Act, 2013

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect;

RESOLVED FURTHER THAT any of the directors of the company be and are hereby severally authorised to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution.”

**Certified True Copy
For Rajath Finance Limited**


Gautam Shah
Director
DIN: 06379806



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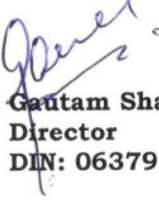
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Item No. 12: Adoption of new sets of Memorandum of Association as per Companies Act, 2013

RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect;

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

**Certified True Copy
For Rajath Finance Limited**


Gautam Shah
Director
DIN: 06379806



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Item No. 13: Change in Main Object Clause of the Company

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, to append following clause (III) after clause (II) of the Memorandum of Association of Company:

[A] OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE”.

1. To carry on in India and elsewhere the business of financing, secured or unsecured, industrial micro financing to individuals, micro entities, companies, societies, institutions or other entities, incorporated or not through individual lending basis, group lending basis, joint liability group basis or supply chain financing, Digital Bill Discounting, Short Term long and Medium and long term Financing, issue of Bonds and supply chain business bonds, green bonds etc. through any other method for meeting their requirement for working capital needs, housing needs, acquisition and buying in of goods or merchandise of any description or for their productive or personal financial requirements and business of leasing of movable properties of any kind and industrial machinery, plant of all kinds and financing the purchase thereof with financing the purchase of immovable properties of all kinds such as real estate, buildings, flats and apartments and to finance the sale of furniture, apparatus, machinery, materials, goods and articles, and to lease out or sell any of the same on hire purchase system.
2. To advance, deposit or lend money, securities and properties to or with any company, body corporate, firm, person or association whether falling under the same management or otherwise, in accordance with and to extant permissible under the provisions contained in Sections 185 and 186 of the companies Act, 2013 with or without any securities and on such terms as may be determined from time to time and to carry on business of money lending. However, the company shall not carry on the business of banking as defined under the Banking Regulation Act, 1949.
3. To carry out financing operation and perform financing services including factoring, project finance, consultancy, credit reporting, credit collectors, underwriters, registrars, brokers with provisions for computer services.
4. To provide a leasing advisory consulting services to other entities and/or form the leasing arm of other entities.
5. To carry on the business of providing Microfinance Services (mainly Non-Banking Financial Services as permitted by the Reserve Bank of India), financing to targeted to the poor men and women in generation and enhancement of livelihoods, business development, employment generation, the economic and development activities of poor men and women through term loans, collateral free credit, other forms of credits, thrift and savings, and other financial services, rendering financial services to people by acting as intermediary for banks and financial institutions, providing finance to agricultural related activities, provide / arrange finance / financial services for rural & urban housing development related activities and to carry on and undertake the business of research,

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- consultancy, technical assistance and training in the field of livelihood promotion, development of micro/community development finance and other financial services, as intermediary for other companies or organizations, resource center institutions.
6. To carry out such other business which are permissible under direction of Reserve Bank of India and other applicable laws in force which includes but not limited to Forex, Derivatives, hedging etc. in India or elsewhere.

[B] MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE.

1. To undertake and execute any trust may seem desirable or otherwise.
2. To invest surplus funds of the Company in shares, stocks, debentures, debenture-stocks, bonds, securities, real estate and to finance industrial enterprises.
3. Subject to the provisions of Companies Act and rules there under and rules and directives issued by Reserve Bank of India to borrow or raise or secure the payment of money or to receive money on deposit at interest for any of the purpose of the Company and at such time and from time to time and in such manner as may be thought fit and in particular by the issue of debenture or debenture stocks convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received for any such debentures or debenture stocks so issued to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profits of the Company present or future including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem or pay-off any such securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company as the case may be provided that the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.
4. To form, constitute, float, lend money to assist and control similar companies, associations or undertaking whatsoever.
5. To establish, provide, maintain and conduct or otherwise, subsidies, assist research laboratories and experimental workshops for scientific and technical research and experiments and undertake and carry on all scientific and technical, experiments and tests of all kinds and to promote studies and research both scientific and technical investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration of scientific or technical professors or teachers and by providing for the award or exhibitions, scholarships, prizes and grants to students of independent students or otherwise and to encourage, promote and reward studies, researches, investigations experiments, tests and inventions or any kind that may be considered likely to assist any kind of the business which the Company is authorized to carry on.
6. To establish, promote or concur in establishing or promoting any company or companies having similar objects for the purpose of acquiring all or any of the properties, rights and liabilities of the Company and to place or guarantee the placing of, subscribe for or otherwise acquire all or any part of the shares.
7. To pay for any properties, rights or privileges acquired by the Company either in shares of the Company or partly in shares and partly in cash or otherwise.
8. To insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect this, Company.
9. To form, promote, subsidies and assist companies and partnership having similar objects

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- in any manner as may be thought fit in connection with any of the above objects of the Company.
10. To search for and to purchase, protect, prolong, renew or otherwise acquire from any Government, state or authority any patents, protection, licenses, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account to work, develop, carry out, exercise and turn to account the same.
 11. To apply for, promote and obtain any act of parliament or legislature, charter, privilege, concession, licence or authorisation of Government, State or Municipality provisional order or licence of the Board of Trade or other authority for enabling the Company to carry any of the objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company.
 12. To hold, use, work, manage, improve, carry on and develop the lands and movable and immovable estate or property and assets of any kind of the Company or any part thereof.
 13. To let mortgage or sell or otherwise dispose of any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as may be thought fit and to accept payment or satisfaction for the same in cash or otherwise.
 14. To sell, mortgage or otherwise to deal with or dispose of the property, assets or undertaking of the Company or any part thereof, for such consideration as the Company may think fit and in particular for shares, stocks, debentures and other securities of any other company having objects altogether or in part similar to these of the Company.
 15. To enter into partnership or into any arrangements for sharing of profits, amalgamation, union of interest, reciprocal concession or co-operation with any person, partnership or company and to promote and aid in promoting, constituting, forming and organizing companies or partnerships of all kinds for the purpose of acquiring and undertaking any property and liabilities of the Company. And also, to pay for any properties, rights or privileges acquired by this Company either in shares of the Company or partly in shares and partly in cash or otherwise and to give shares of this Company in exchange for shares or stock of any other company.
 16. To enter into any arrangements with any Government or authorities supreme, municipal local or otherwise or any person or company that may seem conducive to the Company's objects or any of them to obtain from any such Government, authorities, person or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges charters, contracts, licenses and concessions.
 17. To lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in securities and shares or other movable or immovable property or with or without security upon such terms and in such manner as may be thought proper and from time to time to vary such transactions and investments in such manner as the Directors may think fit subject to the provisions of the Companies Act, 2013.
 18. To pay or satisfy the consideration for any property right, shares, securities or assets whatsoever which the Company is authorized to purchase or otherwise acquire either by payment in cash or by the issue of shares or other securities of the Company or in such other manner as the Company may agree or partly in one mode and partly in another or others.
 19. To improve, manage, work, develop, alter, exchange, lease, mortgage, turn to account, abandon, or otherwise deal with all or any part of the property rights and concessions of the company.
 20. To draw, make, accept, endorse, discount, execute, issue, negotiate, assign and otherwise deal with cheques, drafts, bills of exchange, promissory notes, hundies, debentures,

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- bonds,
bills of lading, railway receipts, warrants and all other negotiable or transferable instruments.
21. To open account or accounts with any firm or with any bank or banks or bankers or shroffs and to pay into and to withdraw money for such accounts.
 22. To apply for tender, purchase or otherwise acquire any contracts, sub-contracts, licenses and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carryout, dispose of or otherwise turn to account the same.
 23. To employ experts to investigate and examine into the conditions, prospects, value, charter and circumstances of any business concerns and undertakings and of any asset, property or rights.
 24. To carry on business or branch of a business which the Company is authorized to carry on by mean or through the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business branch so carried on or for financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.
 25. To nominate any Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
 26. To take part in the management, supervisions and control of the business or operations of any company or undertaking having similar objects and for that purpose to appoint and remunerate any Directors, trustees, accountants or other experts.
 27. To pay all preliminary expenses of any company promoted by the Company or any company in which this Company is or may contemplate being interested including in such preliminary expenses all or any part of the cost and expenses of owners of business or property acquired by the Company.
 28. To make and/or receive donations, gifts or income to or from such persons, institution or Trusts and in such cases and whether of cash or any other assets as may be thought to benefit the Company or any other objects of the Company or otherwise expedient and also to remunerate any person or corporation introducing or assisting in any manner the business of the Company.
 29. To establish and support or aid in the establishment of and support associations, institutions, companies, societies, funds, trusts and conveniences for the benefit of the employees, or ex-employees or of persons having dealings with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or by way of lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds to or such persons.
 30. To form, subscribe or contribute to or otherwise to assist, aid or guarantee money to public, charitable, benevolent, religious, scientific, national or other institutions, funds, objects or purposes and to any other institutions, funds, objects or purposes which in the opinion of the Board of Directors are likely to promote the interest or the business of the Company and/or to further its objects and/or to any other institutions, funds, objects or purposes whatsoever directly relating to the business of the Company.
 31. To create any depreciation fund, reserve fund, sinking fund, insurance fund, educational fund or any other special fund or reserves whether for depreciation or for repairing,

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- improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or for any other purposes conducive to the interest of the Company.
32. To amalgamate with any other company having similar objects.
 33. In the event of winding up to distribute any of the property of the Company amongst the members in specie or kind subject to the provisions of the Companies Act, 2013
 34. To place, to reserve or to distribute as bonus shares among the members or otherwise to apply as the Company may from time-to-time think fit, any money received by way of premium on shares or debentures issued at a premium by the Company and any money received in respect of forfeited shares and moneys arising from the sale by the Company or forfeited shares, subject to the provisions of the Companies Act, 2013.
 35. To accumulate capital from the profits of the Company for any of the purposes of the Company and to use and appropriate the same or any of the Company's assets either conditionally or unconditionally to specific purposes.
 36. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the promotion, formation, registration, advertisement and establishment of this Company and the issue and the subscription of the shares or loan capital including brokerage and/or commission for obtaining applications for placing or guaranteeing the placing of shares or any debentures, debenture-stock and other securities of this Company and also all expenses attending the issue of any circular or notice and the printing, stamping and circulating of proxies and forms to be filled up by the members of the Company and to remunerate by cash or allotment of fully or partly paid shares to any person, firm or company for services rendered in introducing any property or business to the Company or in placing, assisting to place shares, debentures, debenture-stock or other securities of the Company or in or about the formation of the Company or the acquisition of property by the Company or the conduct of its business or for any other reason which the Company may think proper.
 37. To provide for the welfare of Directors or employees of the Company or its predecessors in business and the wives, widows and families or the dependents or connections of such person by buildings or contributing to the building or houses or dwellings or quarters or by grants of money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing to provident and other association, funds, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of institution, amusement, hospitals and dispensaries, medical and other attendance and assistance as the Company shall think fit.
 38. To establish and maintain or procure the establishment and maintenance of any contributory or noncontributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any person who are or were at any time in the employment or service of the Company or who are or were at any time Directors or officers of the Company and the wives, widows, families and dependents of any such persons and also to establish and subsidies and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company and make payments to or towards the insurance of any such person as aforesaid.
 39. To subscribe for, take or otherwise acquire and hold shares, stocks, debentures or other securities of any other company having objects altogether or in part similar to those of the Company.
 40. Subject to the provisions of the Act and the Rules, the company may issue further shares to employees under scheme of employee's stock option, subject to special resolution

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- passed by the company in conformity with the provisions prescribed in the Rules or any other law.
41. To acquire and undertake all or any part of the property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorized to carry on or which can be carried on in conjunction therewith financially or otherwise and in particular by subscribing for shares, stock, debentures, debenture-stock or other securities of such company.
 42. To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise.
 43. In relation with the business of the Company to guarantee the payment of money secured or unsecured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or any authority, supreme, municipal, local or otherwise or of any person howsoever, whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations.
 44. To vest any movable or immovable property, rights or interest acquired by or belonging to the Company in any person or company and with or without any declared trust in favour of the Company, subject to the provisions of the Act.
 45. To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or any such person or companies and generally to give guarantee and indemnities.
 46. To procure the incorporation, registration or other recognition of the Company in, State or place outside India and to establish and maintain local registers of any branch, places of business in any part of the world.
 47. To aid, pecuniarily or otherwise, any association, body or movement having for an object, the solution, settlement or labour problems or troubles or the promotion of industry or trade.
 48. To enter into negotiations with and enter into arrangements and contracts and conclude the same with foreign and/or Indian parties and other persons for obtaining by grant, licence and/or on other terms, formulate and other rights and benefits and to obtain technical and engineering information, assistance and service, know-how and expert advice for installation of plant and machinery, production and manufacture of any products.
 49. To pay for technical know-how, technical and engineering assistance and information and/or service rights or privileges acquired by the Company either in shares of the Company or partly in shares or partly in cash or otherwise.
 50. To pay to promoters such remuneration and fees and otherwise remunerate them for their time and for the services rendered by them.
 51. As per the Companies Act and Rules thereunder to borrow or raise money or to receive money from persons, bodies corporate, financial institutions, banks and such other lenders and in security of any such money so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property assets or revenue of the Company present or future by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient, by executing negotiable or transferable instrument and deal with all documents mercantile or otherwise, in the ordinary course of business.
 52. To establish branches or appoint in or outside India for or in connection with any of the objects of the Company and in particular in relation to the investment of money, the sale

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- of property and the collection and receipt of money.
53. To insure the whole or any part of the property of the Company either fully or partially to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify and part or portion thereof either on mutual principle or otherwise.
 54. To acquire and take over the whole or part of the business, property, goodwill and liabilities of any person, firm or company carrying on or about to carry on possessed of any property or rights suitable for the purposes of this Company.
 55. To acquire real or leasehold estate and to purchase, lease, construct or otherwise acquire or provide in any place in which any part of the business of the Company may from time to time be carried on, all such offices, warehouses, workshops, buildings, houses for employees and Directors, machineries, engines, plant and appliances as may be considered requisite for the purpose of carrying on the business of the Company or any part thereof.
 56. To undertake and execute any contracts for work involving the supply or use of any machinery and to carry out any ancillary or other works comprised in such contracts.
 57. To establish agencies in India and elsewhere for sale and purchase and regulate and discontinue the same.
 58. To do all or any of the above things and all such things as are incidental or may be thought conducive to the attainment of the above objects or any of them in any part of the word, and as principals agents, contractors, trustees, or otherwise, and by or through trustees, attorney agents or otherwise, and either alone or in conjunction with others and to establish offices, agencies, branches for carrying any of the aforesaid objects in India and elsewhere in the world and to undertake the management of the company or companies having objects all together or in part similar to those of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any of the of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies.”

**Certified True Copy
For Rajath Finance Limited**


Gautam Shah
Director
DIN: 06379806

