



TRC Financial Services Limited

CIN : L74899MH1994PLC216417

September 07, 2021

To,
Corporate Relations Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai- 400001

Sub: Intimation of 27th Annual General Meeting of the Company.

Dear Sir/ Madam,

We would like to inform that the 27th Annual General Meeting (AGM) of the members of the Company will be held on Thursday, 30th September, 2021 at 12.00 Noon IST through Video Conferencing (VC) or Other Audio Video Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India to transact the businesses stated out in the notice of the 27th AGM annexed herewith.

Please take the same on your records.

Yours Faithfully,
For **TRC Financial Services Limited**

CHARMI KARTIK GINDRA
Digitally signed by
CHARMI KARTIK GINDRA
Date: 2021.09.07 17:26:27
+05'30'

Charmi Gindra
Company Secretary & Compliance Officer
Membership no. 46913

Encl: As stated above

TRC FINANCIAL SERVICES LIMITED



TRC FINANCIAL SERVICES LIMITED

Regd. Office: Bandra Hill View CHS, (3rd Floor), 85, Hill Road, Opp. Yoko Sizzlers, Bandra (W),
Mumbai – 400 050 Tel: +91 22 26414725, Email: trcfs ltd@gmail.com, Web: www.trcfin.in
(CIN- L74899MH1994PLC216417)

Notice of 27th Annual General Meeting

Notice is hereby given that the 27th Annual General Meeting (“AGM”) of the members of TRC FINANCIAL SERVICES LIMITED will be held on Thursday, September 30, 2021, at 12:00 Noon (IST) through Video Conferencing (VC)/ other Audio-Visual Means (OAVM), to transact the following business.

The venue of the meeting shall be deemed to be the Registered Office of the Company at Bandra Hill View CHS, (3rd Floor), 85, Hill Road, Opp. Yoko Sizzlers, Bandra (W), Mumbai – 400 050.

ORDINARY BUSINESS

- I. To Consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2021, and the reports of the Board of Directors and Auditors thereon.
- II. To appoint a Director in place of Mr. Korodi Sanjay Prabhu (DIN: 00023196), who retires by rotation and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS

- III. **To approve appointment of Mr. Sabarinath Gopala Krishnan as a Whole Time Director of the Company.**

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Sabarinath Gopala Krishnan (DIN: 08479403) who was appointed as an Additional Director of the Company with effect from June 29, 2021 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing the candidature for the office of the Director be and is hereby appointed as Director of the Company, not liable to retire by rotation.

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and 203 any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination & Remuneration Committee, Mr. Sabarinath Gopala Krishnan (DIN: 08479403) be and is hereby appointed as Whole-time Director of the Company for a period of 3 years with effect from June 29, 2021, with such designation as the Board of Directors (hereinafter referred to as the “Board” which expression shall also include the ‘Nomination and Remuneration Committee’ of the Board) may decide from time to time, on the terms and conditions of appointment and remuneration as mentioned below with liberty and power to the Board, to grant increments and to alter and vary from time to time, the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

A. Salary

TRC FINANCIAL SERVICES LIMITED



Total CTC Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only) per month.

B. Perquisites, Reimbursements, & Allowances:

- Leave and leave encashment as per the Rules of the company.
- Reimbursement of all expenses including entertainment and travelling incurred in the course of the business of the company.
- Medical Insurance coverage up to Rs. 3 Lakhs (Rupees Three Lakhs) for self, family and dependents.
- Personal Accident Insurance coverage up to Rs.20 Lakhs (Rupees Twenty Lakhs only) for self.

C. Performance linked Incentive (Variable Pay):

The company shall, subject to its discretion and based on the performance of the Executive, pay a performance linked bonus of Rs. 2 Lakhs (Rupees Two Lakhs only) per year. This component is linked to the performance of the company and the performance of the Executive which shall be evaluated by the Nomination & Remuneration Committee for every completed Financial Year and paid accordingly subject to deduction of applicable taxes.

Other Terms

1. His services will be governed by the service rules of the Company as may be in force from time to time in so far as they are not at variance with the terms herein contained.
2. Mr. Sabarinath Gopala Krishnan in his capacity as Whole time Director shall be a non-retiring Director.
3. Mr. Sabarinath G be and is hereby authorised to exercise the powers of management of the Company's business and its affairs subject to the superintendence and directions of the Board of Directors.

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Sabarinath Gopala Krishnan will be paid the salary and perquisites as minimum remuneration in accordance with Section II of Part II of Schedule V of the Companies Act, 2013, by making such compliances as provided in the said schedule

“RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to sign all papers and documents in respect to the aforesaid appointment and terms of remuneration and anyone Director or the Company Secretary of the Company be and are hereby severally authorized for and on behalf of the Company to sign and file necessary forms and applications with the Registrar of Companies and other authorities as may be required for the appointment of Mr. Sabarinath Gopala Krishnan as Whole time Director and to represent the Company before any authority for any matter incidental or ancillary thereto.”

IV. To increase Authorised Share Capital of the Company

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 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 8,00,00,000 (Rs. Eight Crores) divided 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- each aggregating to Rs. 6 Crores and 20,00,000 Preference Shares of Rs. 10/- each aggregating to Rs. 2,00,00,000/- to Rs.

TRC FINANCIAL SERVICES LIMITED



3,06,00,00,000 (Rs. Three Hundred and Six Crores) divided into 30,40,00,000 (Thirty Crores Forty Lakhs) Equity Shares of Rs. 10/- each and 20,00,000 Preference Shares of Rs. 10/- each aggregating to Rs. 2,00,00,000/-

“RESOLVED FURTHER THAT the new Equity Shares shall rank pari passu with the existing shares.”

“RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby replaced with the following Clause:

- V. The Authorized Share Capital of the company is Rs. 306,00,00,000 (Rs. Three Hundred and Six Crores) divided into 30,40,00,000 (Thirty Crores Forty Lakhs) Equity Shares of Rs. 10/- each and 20,00,000/- Preference Shares of Rs. 10/- each aggregating to Rs. 2,00,00,000/-.**

“RESOLVED FURTHER THAT any Director of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

- V. To alter Memorandum of Association of the Company as per 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 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act and consequently changing the object numbering as may be appropriate, if any, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company in following manner:

Sr. No.	Clause No.	Existing Clauses	New Clauses	Remarks
1	NA	The Companies Act, 1956	The Companies Act, 2013	Heading of Memorandum of Association
2	III (A)	The Main objects to be pursued by the Company on its Incorporation are	The objects to be pursued by the Company on its incorporation are :-	NA
3	III (B)	Objects incidental or ancillary to the attainment of the main objects	Matters which are necessary for furtherance of the objects specified in clause III (A) are :-	Modification of all sub clauses to replace the references of Companies Act, 1956 with the references of Companies Act, 2013.
4	III (C)	Other Objects not included in (A) & (B) above		Deletion
5	IV	The liability of the members is limited	The liability of the members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.	Modification of clause for streamlining with the Companies Act 2013 and rules framed there under.

“RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel (KMP) of the

TRC FINANCIAL SERVICES LIMITED



Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite e-forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

VI. To alter Articles of Association of the Company as per 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 Sections 5, 14 and other applicable provisions, if any, of Companies Act, 2013, (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) 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.”

“**RESOLVED FURTHER THAT** any of the Directors or Key Managerial Personnel (KMP) of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board
For TRC FINANCIAL SERVICES LIMITED

Sd/-
Sabarinath Gopala Krishnan
Whole-Time Director
DIN: 08479403

Place: Bangalore

Date: 30th August, 2021



Notes:

- Statement pursuant to Section 102(1) of the Companies Act, 2013 (the “Act”), in respect of the Special Business to be transacted at the Annual General Meeting (“AGM”) is annexed hereto.
- In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the shareholders at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- Since the AGM is being held through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

However, in terms of the provisions of Section 112 and 113 of the Act read with the said Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/ OAVM on their behalf and participate thereat, including cast votes by electronic means (details of which are provided separately, hereinbelow).

- As required under Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the provisions of Secretarial Standard-2 on General Meetings, the relevant information in respect of the Director’s seeking appointment and re-appointment forms an integral part of this Notice and Explanatory statement.
- The shareholders can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned hereinbelow in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 shareholders on ‘first come first serve’ basis. This will not include large shareholders (i.e. shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of ‘first come first serve’ basis.
- Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- The attendance of the shareholders attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- The shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 24th September 2021, 5:00 pm (IST), through email on cs@trcfin.in. The same will be replied by/ on behalf of the Company suitably.
- In view of the outbreak of the COVID-19 pandemic, resultant difficulties involved in dispatching of physical copies of the Annual Report and in line with the said Circulars issued by the MCA and said SEBI Circular, the Annual Report including Notice of the 27th AGM of the Company indicating the process and manner of e-voting is being sent only by Email, to all the shareholders whose Email IDs are registered with the Company/ Depository Participant(s) for communication purposes to the shareholders and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars issued by MCA and said SEBI Circular, the Annual Report including Notice of the 27th AGM of the Company will also be available on the website of the Company at www.trcfin.in. The same can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com and on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM i.e., www.evotingindia.com).



- Shareholders holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's record which will help the Company and the Company's Registrars and Transfer Agent – M/s. Purva Sharegistry (India) Pvt. Ltd (“PSIPL”) to provide efficient and better services. Shareholders holding shares in physical form are requested to intimate such changes to PSIPL. The Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN details to PSIPL.
- Shareholders holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Shareholders can contact the Company or PSIPL for assistance in this regard.
- Shareholders holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or PSIPL, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such shareholders after making requisite changes.
- SEBI had vide Notification Nos. SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018 and SEBI/LAD-NRO/GN/2018/49 dated 30th November 2018 read with BSE circular no. LIST/COMP/15/2018-19 dated 5th July 2018 directed that transfer of securities would be carried out in dematerialised form only with effect from 1st April 2019, except in case of transmission or transposition of securities. Accordingly, shareholders holding securities in physical form were separately communicated by the Registrar and Share Transfer Agent – M/s. Purva Sharegistry (India) Pvt. Ltd (“PSIPL”) at their registered address. In view of the above and to avail the benefits of dematerialisation, shareholders are requested to consider dematerialising shares held by them in physical form.
- In case of joint holders attending the Annual General Meeting (AGM), the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection upon request in electronic mode.
- To support the ‘Green Initiative’, members who have not registered their e-mail addresses are requested to register the same with DPs / Company’s RTA.
- In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”), who will provide the e-voting facility of casting votes to a Shareholder using remote e-voting system (e-voting from a place other than venue of the AGM) (“remote e-voting”) as well as e-voting during the proceeding of the AGM (“e-voting at the AGM”).
- Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nominations are requested to send their requests in Form SH 13 (which will be made available on request) to the RTA in case the shares are held in physical form and to their DP in case the shares are held by them in electronic form.
- The cut-off date for the purpose of remote e-voting and e-voting at the AGM shall be Wednesday, September 23, 2021. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. Wednesday, September 23, 2021, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM.

TRC FINANCIAL SERVICES LIMITED



- Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September 2021, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or Issuer/RTA.
- Only those shareholders, who will be present at the AGM through VC/ OAVM facility and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
- The Company has appointed Ms. Priti Sheth of M/s. Priti J. Sheth & Associates, Company Secretaries, (Membership No. FCS 6833, C.P. No. 5518) as the Scrutinizer to scrutinize remote e-voting or e-voting at the AGM in a fair and transparent manner
- The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or e-voting at the AGM through electronic voting system.
- The result of remote e-voting and e-voting at the AGM along with the Scrutinizer's Report shall be placed on the Company's website <http://www.trcfin.in> and on the website of CDSL www.evotingindia.com in due course. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

TRC FINANCIAL SERVICES LIMITED



• **THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The voting period begins on Monday, September 27, 2021 at 9.00 a.m. (IST) and ends on Wednesday, September 29, 2021 at 5.00 p.m. (IST).

During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the record/ cut-off date i.e. September 23, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on “Shareholders” module.
- (v) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s EASI/ EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first-time user follow the steps given below:

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

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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

TRC FINANCIAL SERVICES LIMITED



any other person and take utmost care to keep your password confidential.

- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xii) Click on the EVSN for TRC Financial Services Limited.
 - (xiii) 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.
 - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xv) 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.
 - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
 - (xviii) 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.
 - (xix) Shareholders can also cast their vote using CDSL's mobile app "m-voting". The m-voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while remote voting on your mobile.
- **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
 1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scan copy of the share certificate (front and back), PAN (self-attested scan copy of PAN card), AADHAR (self-attested scan copy of Aadhar Card) by email to the Company at cs@trcfin.in or the RTA at support@purvashare.com.
 2. For Demat shareholders - Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID +CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scan copy of PAN card), AADHAR (self attested scan copy of Aadhar Card) to the Company at cs@trcfin.in or the RTA at support@purvashare.com.
 - **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:**
 1. Shareholder will be provided with a facility to attend the AGM through VC/ OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
 2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. Please note that shareholders 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.
 5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 8 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at cs@trcfin.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 8 days prior to meeting mentioning their name, demat account number/ folio number,

TRC FINANCIAL SERVICES LIMITED



email id, mobile number at cs@trcfin.in. These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. 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.
3. 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 shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) Note for Non-Individual Shareholders and Custodians.

- 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 scan copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scan copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; priti.pjsassociates@gmail.com and cs@trcfin.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-voting from the e-voting system, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

TRC FINANCIAL SERVICES LIMITED



Explanatory Statement
Annexed to notice dated 30th August 2021
Pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”)

Agenda No. III

The Board of Directors (“the Board”) of the Company had appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Sabarinath Gopala Krishnan as an Additional Director of the Company with effect from June 29, 2021.

As per the provisions of Section 161(1) of the Act, Mr. Sabarinath Gopala Krishnan holds office of Director up to the date of ensuing Annual General Meeting of the Company and being eligible, has offered himself for appointment as Director.

The Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Sabarinath Gopala Krishnan for the office of Director of the Company.

Further, the Board at its meeting held on June 29, 2021 has, subject to the approval of members, appointed Mr. Sabarinath Gopala Krishnan as Whole-time Director for a period of 3 (three) years w.e.f June 29, 2021 on the terms and Conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

It is proposed to seek members’ approval for the appointment of and remuneration payable to Mr. Sabarinath Gopala Krishnan as Whole-time Director in terms of the applicable provisions of the Act.

Mr. Sabarinath Gopala Krishnan satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of appointment of Mr. Sabarinath Gopala Krishnan under Section 190 of the Act.

Mr. Sabarinath G holds Master of Business Administration (MBA – Finance) degree from Symbiosis Institute of Management Studies.

He has work experience of almost 17 years and has worked with Companies like Kingfisher Airlines, Jupiter Aviation Services Private Limited in the aviation sector, SEMAC Engineering Consultancy Private Limited, Niraamaya Retreats Private Limited in the Hospitality Sector, as Associate Director – Finance in GSE Commerce Private Limited – Architecture and Interior Design.

Further, he has handled various Compliances including RBI Audit, dealt with government & Bank related various projects of the group. He has worked across the various parts of the country in the areas of Business Development, operation Controls, public relations& compliances.

Disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are provided in the “Annexure 1” to the Notice. Mr. Sabarinath Gopala Krishnan is not related to any other Director of the Company.

The Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Special resolution at Item No. III is annexed hereto as “Annexure 2” of Notice & Explanatory Statement.

Mr. Sabarinath Gopala Krishnan is interested in the Special Resolution set out at Item No. III with respect to his appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution

TRC FINANCIAL SERVICES LIMITED



set out at Item No. III of the Notice.

The Board recommends the Special Resolution set out at Item No. III of the Notice for approval by the members. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for appointment of Mr. Sabarinath Gopala Krishnan as Whole time Director of the Company w.e.f. June 29, 2021 for a period of 3 years.

Agenda No. IV

The Authorised Capital of your Company as on date is Rs. 8,00,00,000 (Rs. Eight Crores) divided 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- each aggregating to Rs. 6 Crores and 20,00,000 Preference Shares of Rs. 10/- each aggregating to Rs. 2,00,00,000/-

Further, the Paid-up Equity Share Capital of your Company is 50,00,900 Equity Shares of Rs. 10/- each, totaling to Rs. 5,00,09,000/-

The Company proposes to increase its authorized share capital to Rs. 3,06,00,00,000/- (Rs. Three Hundred and Six Crores) to facilitate any fund raising in future via further issue of equity shares of the company.

It is proposed to increase the Authorised Share Capital of your Company from Rs. 8,00,00,000 (Rs. Eight Crores) divided 60,00,000 (Sixty Lakhs) Equity Shares of Rs. 10/- each aggregating to Rs. 6 Crores and 20,00,000 Preference Shares of Rs. 10/- each aggregating to Rs. 2,00,00,000/- to Rs. 3,06,00,00,000 (Rs. Three Hundred and Six Crores) divided into 30,40,00,000 (Thirty Crores Forty Lakhs) Equity Shares of Rs. 10/- each and 20,00,000 Preference Shares of Rs. 10/- each aggregating to Rs. 2,00,00,000/- and for that purpose, the Memorandum of Association of your Company is proposed to be suitably amended by increasing the Authorised Share Capital as set out in the resolution.

The new Equity Shares shall rank pari passu with the existing shares.

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the Authorised Share Capital and for amending the Capital clause of the Memorandum of Association and Articles of Association of the Company.

The increase in authorised share capital as aforesaid would require consequential amendments to the existing Clause V of the Memorandum of Association and Article 3 of the Articles of Association respectively.

All the documents referred to in this Notice and the Registers referred to in Section 170 and in Section 189 of the Companies Act, 2013, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking inspection or any information with regard to the Accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 28th September, 2021 through email on cs@trcfin.in

The Board of Directors accordingly recommends the resolution for your approval.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

Agenda No. V

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the

TRC FINANCIAL SERVICES LIMITED



MOA of the Company.

The Board at its meeting has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

A copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day except Saturdays, Sundays, and public holidays, between 11:00 am to 5:00 pm till the date of AGM. The aforesaid documents are also available for inspection at the AGM.

The Board recommends the Special Resolution set forth in agenda No. V of the Notice for approval of the Members.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

Agenda No. VI

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act. Substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

The Board at its meeting has approved alteration of the AOA of the Company and the Board now seek Members' approval for the same.

Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

The Board recommends the Special Resolution set forth in agenda no. VI of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested, financially or otherwise in the said resolution.

**By Order of the Board
For TRC FINANCIAL SERVICES LIMITED**

**-Sd/-
Sabarinath Gopala Krishnan
Whole-Time Director
DIN: 08479403**

Place: Bangalore
Date: 30th August, 2021

TRC FINANCIAL SERVICES LIMITED



Annexure 1

Details of Directors seeking appointment/ reappointment at the ensuing Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, The Companies Act, 2013 and Secretarial Standards-2 issued by the Institute of Company Secretaries of India.

A.

Name of Director	Mr. Korodi Sanjay Prabhu
Director Identification Number (DIN)	00023196
Age	58 Years
Date of Birth	November 12, 1962.
Date of Appointment (Original)	May 21, 2018.
Qualification	Diploma in Printing Technology (Lithography)
Brief Resume and Experience	Has over 25 years of experience in marketing, branding Etc.
Directorships held in other companies (excluding section 8 and foreign companies)	1. Asianet News Media & Entertainment Private Limited. 2. Asianxt Technologies Private Limited. 3. India Radio Ventures Private Limited 4. Strategic News International Agency Private Limited. 5. Lexicon Securities Limited 6. Lexicon Motion Pictures Private Limited
Memberships of committees across other companies (includes only Audit & Shareholders'/Stakeholder Relationship Committee)	Nil
Relationship between directors inter-se	None
Terms and condition of appointment/ re-appointment	Non-Executive Director liable to retire by rotation
Remuneration to be paid	Nil
Remuneration last drawn	Nil
Shareholding in the Company	Nil
No. of Board Meetings attended/ held during the year	4/4

TRC FINANCIAL SERVICES LIMITED



B.

Name of Director	Mr. Sabarinath Gopala Krishnan
Director Identification Number (DIN)	08479403
Age	37 years
Date of Birth	April 08, 1984
Date of Appointment (Original)	June 29, 2021
Qualification	Master of Business Administration (MBA – Finance) degree from Symbiosis Institute of Management Studies
Brief Resume and Experience	He has work experience of almost 17 years and has worked with Companies like Kingfisher Airlines, Jupiter Aviation Services Private Limited in the aviation sector, SEMAC Engineering Consultancy Private Limited, Niraamaya Retreats Private Limited in the Hospitality Sector, GS E Commerce Private Limited – Architecture and Interior Design
Directorships held in other companies (excluding section 8 and foreign companies)	01
Memberships of committees across other companies (includes only Audit & Shareholders'/Stakeholder Relationship Committee)	Nil
Relationship between directors inter-se	None
Terms and condition of appointment/ re-appointment	As per the resolution at Item No. III of the AGM notice convening meeting read with explanatory statement thereto
Remuneration to be paid	Rs. 1,50,000/- per month as per explanatory statement
Remuneration last drawn	** Nil
Shareholding in the Company	Nil
No. of Board Meetings attended/ held during the year	NA
** Mr. Sabrinath Gopalakrishnan has been appointed the first time in the Company. Therefor there is no last drawn remuneration	

TRC FINANCIAL SERVICES LIMITED



Annexure 2

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION

- 1. Nature of Industry:** The company is a Non-Banking Financial Company
- 2. Date or expected date of commencement of commercial production:** Not Applicable
- 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- 4. Financial performance based on given indicators:** The Net Profit of the Company for the financial year ended March 2021 was Rs. 26.62 Lacs.
- 5. Foreign investments or collaborations, if any:** The Company has not made any foreign investment and neither entered into any foreign collaboration.

II. INFORMATION ABOUT THE APPOINTEE:

Sl. No.	Particulars	Mr. Sabarinath Gopala Krishnan
1	Background Details	Mr. Sabarinath Gopalakrishnan is the whole time Director of the Company and being a Finance Professional has experience in Finance function and the closure of various Audits and other Compliances of Companies.
2	Past remuneration	Clause not applicable as Mr. Sabarinath Gopala Krishnan has been appointed as for the first time in the Company.
3	Recognition or awards	None
4	Job profile and his suitability	As a whole time director, he is responsible for overall management and administration of the Company
5	Remuneration proposed	It is proposed to pay salary of Rs. 1,50,000/- per month and perquisites as specified in the resolution above.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Considering the responsibility shouldered by him for the enhancement of the business of the Company, proposed remuneration is commensurate with industry standards held in similar sized and similarly positioned business
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Directors	None



III. Other information:

1. Reasons of loss or inadequate profits: NA

2. Steps taken or proposed to be taken for improvement: Management team is taking necessary measures to raise funds in order to enable the Company to enhance its NBFC Business

3. Expected increase in productivity and profits in measurable terms: The Company expects to generate adequate profit by enhancing its NBFC business.