

Raja Bahadur International Ltd.

Regd. & Corporate Office :

Hamam House, Ambalal Doshi Marg, Mumbai - 400 001, INDIA.

Phone : 022-22654278 Fax : 022-22655210

E-mail : rajabahadur@gmail.com

Website : www.rajabahadur.com

CIN : L17120MH1926PLC001273



Date: September 02, 2023

To
The Deputy Manager
(Listing - CRD)
BSE Limited
PJ Tower, Dalal Street,
Mumbai-400001

Scrip code: 503127

Sub :- Notice of 97th Annual General Meeting of the members of the Company scheduled on Tuesday, September 26, 2023.

Dear Sir/ Madam,

In compliance with the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 97th Annual General Meeting of the members of the Company scheduled to be held on Tuesday, September 26, 2023 at 04.00 p.m. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The said Notice is also uploaded on the Company's website at www.rajabahadur.com

Kindly take the above information on record.

Thanking you.

Yours faithfully,
For **Raja Bahadur International Limited**

S.K.Jhunjunwala
Chief Financial Officer
Encl.: As Above

RAJA BAHADUR INTERNATIONAL LIMITED



97th Annual Report and Accounts
2022 - 2023



RAJA BAHADUR INTERNATIONAL LIMITED

BOARD OF DIRECTORS

MR. SHRIDHAR PITTIE (DIN: 00562400)	Chairman & Managing Director
MR. NAYANKUMAR C. MIRANI (DIN: 00045197)	Independent Director
MR. MOHAN V. TANKSALE (DIN: 02971181)	Independent Director
MR. SANDEEP G. GOKHALE (DIN: 00693885)	Independent Director
MRS. RANJANA KAUL (DIN: 07122917)	Additional and Independent Director (w.e.f 14.02.2023)

CHIEF FINANCIAL OFFICER

MR. S.K.JHUNJHUNWALA

COMPANY SECRETARY & COMPLIANCE OFFICER

MR. AKASH JOSHI

AUDITORS

JAIN P.C. & ASSOCIATES
Chartered Accountants

SECRETARIAL AUDITORS

PARIKH & ASSOCIATES
Company Secretaries

REGISTERED OFFICE

HAMAM HOUSE, 3RD FLOOR,
AMBALAL DOSHI MARG, FORT,
MUMBAI - 400001, INDIA.
CIN: L17120MH1926PLC001273
Tel no.: 022-22654278
Email: rajabahadur@gmail.com / investor@rajabahadur.com
Website: www.rajabahadur.com

REGISTRAR & SHARE TRANSFER AGENT

SATELLITE CORPORATE SERVICES PVT.LTD.
OFFICE NO.106 & 107, DATTANI PLAZA,
EAST WEST COMPOUND,
ANDHERI KURLA ROAD,
SAKINAKA - MUMBAI - 400072
Tel no.: 022-28520461/462
Email: service@satellitecorporate.com
Website: www.satellitecorporate.com



RAJA BAHADUR INTERNATIONAL LIMITED

CIN No.: L17120MH1926PLC001273

Regd. Office: Hamam House, 3rd Floor, Ambalal Doshi Marg, Fort, Mumbai -
400001.

Tel No.: 022 22654278

Email ID: investor@rajabahadur.com, **website:** www.rajabahadur.com

NOTICE

NOTICE is hereby given that the 97th Annual General Meeting (AGM) of the Members of Raja Bahadur International Limited will be held through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') on Tuesday, September 26, 2023 at 4.00 p.m. (IST) to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Shridhar Pittie (DIN: 00562400), who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mrs. Ranjana Kaul (DIN: 07122917) as Independent Director of the Company.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mrs. Ranjana Kaul (holding DIN: 07122917), who was appointed as an Additional and Independent Director of the Company by the Board of Directors with effect from 14th February, 2023 and who holds office up to the date of this Annual General Meeting under Section 161(1) of the Companies Act, 2013 ('the Act') and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, proposing her candidature for the office of Director, be and is hereby appointed a Director of the Company.

FURTHER RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, appointment of Mrs. Ranjana Kaul, who has submitted a declaration that she



meets the criteria for independence as provided in Section 149(6) of the Act, as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, with effect from 14th February, 2023 up to 13th February, 2028, be and is hereby approved.”

4. Re-appointment of Mr. Shridhar Pittie (DIN: 00562400) as Chairman & Managing Director 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 Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and subject to the approval of the Company in General Meeting, Mr. Shridhar Pittie (DIN: 00562400) be and is hereby appointed as Chairman & Managing Director of the Company for a period of three years with effect from 30.06.2023 on the following remuneration (including the remuneration to be paid in the event of loss or inadequacy of profits during the tenure of his appointment) and terms and conditions as approved by the Nomination and Remuneration Committee:

a) Basic Salary : Rs. 8,00,000/- per month with effect from 30.06.2023 and thereafter with an increment of Rs. 1,00,000/- per annum for each year effective from 01.07.2024.

b) Commission: 1% Commission on net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013 as may be fixed by the Board subject to the ceiling limits laid down in Sections 197 of the Companies Act, 2013.

c) Perquisites : In addition to the aforesaid salary, the Chairman & Managing Director shall be entitled to the perquisites and allowances i.e. free furnished accommodation or House Rent Allowance @ 60% of the salary in lieu thereof, house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, air conditioners, geysers, repairs, servants salaries, society charges and property tax, medical reimbursement and medical/accident insurance for self and family, leave travel concession for himself and his family, club fees, membership for professional bodies. He would be eligible to such other perquisites and allowance in accordance with rules of the Company or as may be decided by the Nomination & Remuneration Committee of Directors and agreed upon by the Chairman & Managing Director. For the purpose of arriving at the ceiling limits as prescribed in the Schedule V of the Companies Act, 2013, the perquisites and allowances shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites will be evaluated at actual costs.

FURTHER RESOLVED THAT approval of the Board be and is hereby also accorded for payment of remuneration to Mr. Shridhar Pittie within the maximum limits prescribed in Section I of Part II of Schedule V of the said Act in case the Company has adequate profits during any of the financial years during the tenure mentioned above.



d) The Chairman & Managing Director shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified herein above:

- i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961.
- ii. Gratuity payable as per Company's rules.
- iii. Earned privilege leave as per company's rules. He shall be entitled to encash the leave as per Company's rules.
- iv. Provision for Car with driver, telephone at residence and mobile phones for the purpose of business of the Company and shall not be treated as perquisites.
- v. Reimbursement of actual travelling, boarding, lodging and other amenities expense for self and spouse as may be incurred by him from time to time in connection with the Company's business and any further allowances / benefits as per the policy of the company.
- vi. Such other perquisites and allowance in accordance with rules of the company or as maybe decided by the Nomination and Remuneration Committee and approved by the Board from time to time.

FURTHER RESOLVED THAT any one of the Directors of the company be and is hereby severally authorized to sign any documents or papers for the above and take all necessary actions to give effect to this resolution."

By order of the Board
For **Raja Bahadur International Limited**

Akash Joshi
Company Secretary
Membership No:- A40356

Place: Mumbai

Date: May 30, 2023

Regd. Office: Hamam House, 3rd Floor,
Ambalal Doshi Marg, Fort,
Mumbai - 400 001.

CIN : L17120MH1926PLC001273



NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Circulars dated May 12, 2020, January 15, 2021, December 22, 2021, May 13, 2022 and January 5, 2023 ('SEBI Circulars') has also granted certain relaxations. In compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM on Tuesday, September 26, 2023 at 4.00 p.m.(IST). The registered office of the Company shall be deemed to be the venue for the AGM.
2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to business for item no. 3 and 4 and the relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/ reappointment as Director under Item No. 3 and 4 is annexed hereto.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. The Members 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 in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), 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 served basis.



5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the day of the AGM will be provided by NSDL.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 20/2020 dated May 05, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.rajabhadur.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited and at www.bseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, accordingly, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
9. As per amended Regulation 40 of SEBI Listing Regulations securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular dated September 7, 2020 and December 2, 2020 fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s Satellite Corporate Services Private Limited for assistance in this regard.



SEBI vide circular dated 3rd November 2021 has mandated the listed companies to have PAN, KYC, bank details and Nomination of all shareholders holding shares in physical form. Folios wherein any one of the cited details / documents are not available with us, on or after 1st April 2023, shall be frozen as per the aforesaid SEBI circular.

The investor service requests forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular are available on our website www.rajabahadur.com.

In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest.

The Company has sent a letter to the shareholders holding shares in physical form in relation to the aforesaid on 02nd February, 2022. In respect of shareholders who hold shares in the dematerialized form and wish to update their PAN, KYC, Bank Details and Nomination are requested to contact their respective Depository Participants.

10. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company or Company's Registrar & Share Transfer Agents, M/s Satellite Corporate Services Pvt. Ltd., Office No.106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Sakinaka - Mumbai - 400072.. Members holding shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participants.
11. During the 97th AGM, the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send their requests to the Company at rajabahadur@gmail.com/ investor@rajabahadur.com / cs@rajabahadur.com.
12. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021 MCA Circular No. 2/2022 dated May 05, 2022 and MCA Circular No. 11/2022 dated December 28, 2022.
13. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.



VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote at the 97th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). In terms of SEBI circular 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 e-mail address in their demat accounts in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 23rd September, 2023 (9.00 a.m. IST) and ends on Monday, 25th September, 2023 (5.00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 19th September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 19th September, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> <li data-bbox="621 327 1414 957">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="621 1014 1414 1213">2. If you are 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 <li data-bbox="621 1270 1414 1938">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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &

	<p>voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by 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

	<p>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 progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from

your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@parikhassociates.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in.

1. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **Tuesday, 19th September, 2023**. 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 remote e-voting, as well as voting at the meeting. The members who have not



cast their vote on the resolutions through remote e-voting shall be entitled to vote at the meeting on such resolutions.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Tuesday, 19th September, 2023, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on **www.evoting.nsdl.com** or call on toll free no. **1800 1020 990** and **1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Tuesday, 19th September, 2023 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

2. Members will be provided with the facility for voting through electronic voting system during the video conferencing proceedings at the AGM and Members participating at the AGM, who have not already cast their vote on the resolutions by remote e-Voting, will be eligible to exercise their right to vote on such resolutions during the proceedings of the AGM.
3. The Members who have cast their votes through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes again on such resolutions.
4. Ms. Jigyasa N. Ved (Membership No. FCS 6488) or failing her Mr. J. U. Poojari (Membership No. FCS 8102) of M/s Parikh & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting at the meeting and remote e-voting process in a fair and transparent manner.
5. The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, unblock the votes cast through remote e-voting prior to the AGM and e-voting during the AGM and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
6. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website at www.rajabahadur.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman and the same shall be communicated to the BSE Limited where the shares of the Company are listed.



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 rajabahadur@gmail.com/ investor@rajabahadur.com /cs@rajabahadur.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to rajabahadur@gmail.com/ investor@rajabahadur.com /cs@rajabahadur.com.
If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM 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 Members/ shareholders, who will be 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 in the AGM.
3. Members 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.



4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at rajabahadur@gmail.com/investor@rajabahadur.com /cs@rajabahadur.com. The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at rajabahadur@gmail.com /investor@rajabahadur.com/cs@rajabahadur.com from Friday 15th September, 2023 (09.00 a.m. IST) to Monday 18th September, 2023 (05.00 p.m. IST). Those Members who have pre-registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.



7. Members who need assistance before or during the AGM may contact NSDL on evoting@nsdl.co.in/ 1800 1020 990 /1800 224 430 or contact Mr. Amit Vishal, Asst. Vice President- NSDL at or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at evoting@nsdl.co.in

By order of the Board
For **Raja Bahadur International Limited**

Akash Joshi
Company Secretary
Membership No:- A40356

Place: Mumbai
Date: May 30, 2023



ANNEXURE TO THE NOTICE THE STATEMENT SETTING OUT MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE INFORMATION REQUIRED AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENT) REGULATION, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETING (SS-2).

Item No. 3:

Mrs. Ranjana Kaul (holding DIN: 07122917) was appointed as an Additional and Independent Director of the Company by the Board with effect from 14th February, 2023, pursuant to Section 161 of the Act. She holds office as Director up to the date of the ensuing AGM and is eligible for appointment as a Director. Notice under Section 160 of the Act has been received from a Member indicating her intention to propose Mrs. Ranjana Kaul for the office of Director.

The brief profile of the aforesaid Director is given here under:

Mrs. Ranjana Kaul holds a L.L.M from the institute of Air & Space Law, McGill University, Canada, a Bachelor of Laws degree from the university of Delhi and Doctorate from the university of Poona. She is having good contacts in the legal field and business community. She has over more than 25 years of experience in legal practice.

Further, pursuant to the provisions of Sections 149, 152, Schedule IV of the Act read with applicable Rules, Mrs. Ranjana Kaul has been appointed Independent Director of the company by the Board for a term of 5 years, with effect from 14th February, 2023 upto 13th February, 2028 who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, as an Independent Director of the Company. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Ranjana Kaul as Independent Director is now being placed before the Members in ensuing AGM for their approval. Except Mrs. Ranjana Kaul, none of the other Directors, Key Managerial Personnel and their relatives are interested in the said resolution.

Item No. 4:

The Board of Directors of the Company (the "Board") on recommendation of Nomination and Remuneration Committee had at their meeting held on May 30, 2023, re-appointed Shridhar Pittie as the Chairman & Managing Director of the Company for a period of three years with effect from June 30, 2023 on the terms and conditions including remuneration as contained in the special resolution at item no. 4 in the accompanying notice. The said re-appointment of Shridhar Pittie and the payment of remuneration to him is subject to the approval of the Members of the Company.



Pursuant to Section 196, 197, 201 & 203 read with Schedule V of the Companies Act, 2013 and Rule 7 of the Companies (Appointment & Remuneration of Managerial Remuneration Personnel) Rules, 2014 framed and all other applicable provisions of the Companies Act, 2013, the remuneration payable to Mr. Shridhar Pittie is placed before the shareholders for their approval by way of a special resolution Mr. Shridhar Pittie has varied & rich industrial experience. As the company stands to gain from his continuous participation and guidance, their re-appointment is beneficial to the company.

Additional information required to be given along with a Notice calling General Meeting as per sub para (B) of Section II of Part II of Schedule V of the Companies Act, 2013 is given hereunder:

I. General Information

(1) Nature of industry -	Real Estate Development and Construction.
(2) Date or expected date of Commencement of commercial production	The Company has been in the business of real estate development and construction for the past many years.
(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	2022-23 Amount in Lakhs	2021-22 Amount in Lakhs	2020-21 Amount in Lakhs
Turnover	1887.74	3068.58	9388.98
Net profit / (Loss) (as computed under section 198)			
Net profit/ (Loss) as per profit and loss account	(625.57)	(485.82)	1778.19
Amount of Dividend paid	-	-	-
Rate of Dividend declared	-	-	-
Earning/ (Loss) before interest, depreciation & taxes	354.14	297.97	1702.76
% of EBIDT to turnover	18.75%	9.71%	18.13%
(5) Export performance and net foreign exchange collaborations	Nil		
(6) Foreign investments or collaborators, if any	Nil		
II. Information About The Appointee			
Name of the Directors	Mr. Shridhar Pittie		
Background Details:	Designation : Chairman & Managing Director Father's name : Late Nandlal M. Pittie Nationality : Indian Date of Birth : 18/09/1952 Qualifications : DERE, B.A.(Hons), MBA (Finance) Experience : 49 years.		
Past remuneration	The gross remuneration paid to him in the year 2022-23 was Rs. 96 Lakhs		
Recognition or awards	N.A.		
Job profile and his suitability	The Chairman & Managing Director is responsible for the management of the whole affairs of the Company and to do all acts and things, which in the ordinary course of business, he considers necessary or proper or in the interest of the Company. Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement, the proposed remuneration is in the interest of the Company.		
Remuneration proposed	Salary Rs. 8,00,000/- per month plus perquisites.		



Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t. the country of his origin	Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid to him is very low.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	The Chairman & Managing Director is one of the Promoter of the Company and he is not related to any other Directors.

III. Other Information

(1)	Reasons of loss or inadequate profits	Losses are due to finance cost and other expenses.
(2)	Steps taken or proposed to be taken for improvement	Company is trying to convert high cost finance to low cost finance.
(3)	Expected increase in productivity and profits in measurable terms.	N.A.

IV. Disclosures :

The remuneration of Mr. Shridhar Pittie and other details have been disclosed in the resolution. Mr. Shridhar Pittie attained the age of 70 years on September 18, 2022. The Company does not have any scheme for grant of stock options. Special resolution at item no. 4 of the accompanying notice is proposed for the approval of the members of the company. Mr. Shridhar Pittie is interested in the said resolution as it relates to his own appointment. None of the other Directors, Key Managerial Personnel and their relatives are interested in the said resolution.

Information as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India with respect to General Meetings -

Name of the Director	Mrs. Ranjana Kaul
DIN	07122917
Date of Birth	03-12-1951
Date of first appointment on the Board	14-02-2023
Qualifications	L.L.M from the institute of Air & Space Law, McGill University, Canada, a Bachelor of Laws degree from the university of Delhi and Doctorate from the university of Poona.
Skills, capabilities and Expertise	Good contacts in the legal field and business community and having more than 25 years of experience in legal practice.
Number of Meetings of the Board attended during the year	One
List of Directorship /Membership /Chairmanship of Committees of other Board	Directorship and the membership of Committees of the board:- N.A.
Shareholding in Raja Bahadur International Limited	Nil
Relationship between directors inter-se	-
Past remuneration	-
Remuneration proposed	-
Terms and Conditions of appointment	In accordance with Nomination & Remuneration Policy



Name of the Director	Mr. Shridhar Pittie
DIN	00562400
Date of Birth	18-09-1952
Date of first appointment on the Board	30 th June, 1998
Qualifications	DERE, B.A. (Hons.), MBA (Finance)
Expertise	Corporate Field
Number of Meetings of the Board attended during the year	Four
List of Directorship /Membership /Chairmanship of Committees of other Board	Directorship: Private Companies- 1. Samudra Enterprise Private Limited 2. Ashwin Petrochemicals Private Limited 3. Dattatreya Pharmaceuticals Private limited 4. Rovik Shipping Private Limited 5. Mukundlal Bansilal And Sons Private limited 6. Shree Nand Trading Company Private limited Public Companies - 1. India Gelatine And Chemicals Ltd (Independent Director)
Shareholding in Raja Bahadur International Limited	1,18,571
Relationship between directors inter-se	N.A.
Past remuneration	The gross remuneration paid to him in the year 2022-23 was Rs.96.00 Lakhs
Remuneration proposed	Salary Rs. 8,00,000/- per month plus perquisites
Terms and Conditions of appointment	As stated in the Explanatory Statement.

By order of the Board
For Raja Bahadur International Limited

Akash Joshi
Company Secretary
Membership No:- A40356

Place: Mumbai
Date: May 30, 2023