

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: July 15, 2022

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

Scrip code: 503127

Sub :- Notice of 96th Annual General Meeting of the members of the Company scheduled on Monday, August 08, 2022

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 96th Annual General Meeting of the members of the Company scheduled to be held on Monday, August 08, 2022 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

A handwritten signature in blue ink, appearing to read "S.K. Jhunjhunwala", with a long horizontal flourish extending to the right.

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



RAJA BAHADUR INTERNATIONAL LIMITED

CIN No.: L17120MH1926PLC001273

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

Tel No.: 022 22654278, Fax No.: 022 22655210

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

NOTICE

NOTICE is hereby given that the 96th 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 Monday, 8th August, 2022 at 04.00 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, 2022 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, 2022 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mrs. Malvika S. Pittie (DIN - 00730352), who retires by rotation and is eligible for re-appointment.
3. To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s Jain P.C. and Associates, Chartered Accountants (Firm Registration No.126313W), be and are hereby re-appointed as Auditors for second term of five years to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Annual General Meeting of the Company to be held in 2027 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

4. 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 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Mohan V. Tanksale (DIN: 02971181), Independent Director of the Company, whose initial term of office expires on August 10, 2022 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under section 160 (1) of the Companies Act, 2013 proposing his candidature for the office of Director, and who is eligible for re-appointment for a second term under the provisions of the Act and the Rules framed there under, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing from August 11, 2022 to August 10, 2027.

RESOLVED FURTHER THAT Managing Director and/or Chief Financial Officer and/or the Company Secretary of the Company be and are hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto”.

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

RESOLVED THAT Mr. Sandeep G. Gokhale (holding DIN: 00693885), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 12th November, 2021 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 his candidature for the office of Director, be and is hereby appointed a Director of the Company.

RESOLVED FURTHER 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 Mr. Sandeep G. Gokhale, who has submitted a declaration that he 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 12th November, 2021 up to 11th November, 2026, be and is hereby approved.

6. To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company, pursuant to Sections 179, 73 of the Companies Act, 2013 (‘the Act’ which term includes any amendment or modification or re-enactment thereof) and other applicable provisions of the said Act or other laws, and subject to the conditions laid down in those provisions and the Companies (Acceptance of Deposits) Rules, 2014, to invite and accept deposits from the members, on such terms and conditions as the Board may decide, so however that the borrowing by way of fixed deposits, as above, shall not exceed the limits laid down under the Companies (Acceptance of Deposits) Rules, 2014 in force and as amended from time to time”.

7. To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of all Resolutions passed in this regard and pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to keep the Registers and Indexes of Members and Debenture Holders as prescribed under Section 88 of the Act and copies of all Annual Returns under Section 92 of the Act together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the Registered Office of the Company at 3rd Floor, Hamam House, Ambalal Doshi Marg, Fort, Mumbai - 400 001 and/ or at the office of Satellite Corporate Services Private Limited, Registrars and Share Transfer Agents of the Company at Office no.106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Sakinaka, Mumbai, Maharashtra, 400072 or such other place where the office of the Registrar and Transfer Agents is situated from time to time.”

“RESOLVED FURTHER THAT that the Board of Directors or any Committee thereof of the Company be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto.



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

Akash Joshi
Company Secretary
Membership No:- A40356

Place: Mumbai
Date: 27th May, 2022

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 and May 05, 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 and May 13, 2022 ('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 Monday, 08th August, 2022 at 04.00 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 to 7 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, Auditors under Item No. 2, 3, 4 and 5 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.rajabahadur.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 96th 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 and MCA Circular No. 2/2021 dated January 13, 2021 and May 05, 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 96th 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 Friday, 05th August, 2022 (9.00 a.m. IST) and ends on Sunday, 07th August, 2022 (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. Monday, 01st August, 2022, 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 Monday, 01st August, 2022.

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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="553 411 1451 961">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="553 1010 1451 1178">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="553 1226 1451 1814">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 & voting during the meeting. <li data-bbox="553 1862 1451 1900">4. Shareholders/Members can also download NSDL Mobile App

	<p>“NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.
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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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in
4. 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 **Monday, 01st August, 2022**. 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. Monday, 01st August, 2022, 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. Monday, 01st August, 2022 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

5. 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.
6. 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.
7. 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.
8. 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.
9. 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 THROUGHVC/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 Thursday 28th July, 2022 (09.00 a.m. IST) to Saturday 30th July, 2022 (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: 27th May, 2022

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:

In terms of the provisions of Section 139 of Companies Act, 2013 (the "Act"), no listed company can appoint or reappoint an audit firm as an auditor for more than two terms of five consecutive years. The Act further prescribes that the Company has to comply with these provisions within three years from the commencement of the Act. M/s. Jain P.C. & Associates, Chartered Accountants, Mumbai were appointed as Statutory Auditor of the Company since 2017 for a period of 5 years. Since they have been in office for five years the Company will have to re-appoint them for a second term for a period of 5 years, from the F.Y. 2022-23 in compliance with the provisions of the Act. The Board of Directors has, based on the recommendation of the Audit Committee, recommend the re-appointment of M/s. Jain P.C. & associates (FRN: 126313W), Chartered Accountants, Mumbai as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the AGM of the Company to be held in the year 2027. None of the Directors, Key Managerial Personnel of the Company & their relatives are interested, in the said resolution.

Additional information pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as below:

Proposed fees payable to the statutory auditor(s) along with terms of appointment	Rs. 7,50,000 per annum plus applicable taxes towards audit fees, for FY 2022-23 and thereafter a remuneration, as may be mutually agreed, annually between the Board of Directors and the Statutory Auditors and as may be further approved by the Board of Directors from time to time, with power to the Board of Directors to alter and vary the terms and conditions of appointment, etc., including by reason of necessity on account of conditions as may be stipulated by the RBI and / or any other authority under applicable laws, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.
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	M/s. Jain P.C. & Associates, Chartered Accountants shall hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2027, subject to the approval of members at the ensuing AGM of the Company.
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor proposed to be appointed	The recommendation is based on the fulfillment of the eligibility criteria prescribed under the Act read with Rules made thereunder, Listing Regulations and the RBI Act, 1934, read with relevant Regulations / Notifications / Circulars issued thereunder, to the extent applicable to the Company. M/s. Jain P.C. & Associates., Chartered Accountants was established in the year 2005. M/s Jain P.C. and Associates is registered with the Institute of Chartered Accountants of India having Firm Registration No.126313W. The Head Office of the Firm is: B-802, Safal Pegasus, 100 FI Anandnagar Road, Opp. Venus Atlantis, Prahladnagar, Ahmedabad - 380 015, Gujarat. The firm has valid peer review certificate from ICAI and providing chartered accountants services has over the years maintained motivated work force, client retention, high integrity, dedication, sincerity, quality of service and professionalism.

The aforesaid appointment, if made, shall be in accordance with the provisions of Section 139 and other applicable provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and RBI Act, 1934 read with relevant Regulations/Notifications/ Circulars issued thereunder.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No. 3 of the Notice.

Item No. 4:

At the 91st Annual General Meeting of the Company, members appointed Mr. Mohan V. Tanksale as an Independent Director of the Company for a period of five years commencing from August 11, 2017 upto August 10, 2022. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years, however he shall be eligible for re-appointment on passing a special resolution by the Company by the members, for another term of up to five consecutive years. Based on recommendation of Nomination and Remuneration Committee and based on their skills, expertise and performance evaluation, the Board of Directors recommend the re-appointment of Mr. Mohan V. Tanksale as an Independent Director of the Company for a second term of five years, for approval of the Members of the Company. The Company has received from Mr. Mohan V. Tanksale, the declarations in terms of Section 149 of the Act and the Rules made thereunder and SEBI LODR, 2015 stating that he is qualified to be re-appointed as Independent Director of the Company. In the opinion of the Board, Mr. Mohan V. Tanksale, satisfy the conditions specified in the Act and the Rules made thereunder for re-appointment as an Independent Directors and that he his independent of the Management.

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

Mr. Mohan Tanksale, holds a Bachelor's degree in Science, Master's degree in English Literature and is a Fellow Member of Management Accountants of India (FCMA); has completed professional course of Company Secretary (Inter) from the Institute of Company Secretaries of India and is a Certified Associate of the Indian Institute of Banking and Finance (CAIIB), has a career as a banker with over 4 decades in the Indian banking industry and has led three major Indian Public Sector banks in this span. He is having good contacts in the industries and business community.

Item No. 5 :

Mr. Sandeep G. Gokhale (holding DIN: 00693885) was appointed as an Additional Director of the Company by the Board with effect from 12th November, 2021, pursuant to Section 161 of the Act. He 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 his intention to propose Mr. Sandeep G. Gokhale for the office of Director.

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

Mr. Sandeep Gokhale, holds a Bachelor's Degree in Engineering (Electrical) and Masters in Financial Management. He is having good contacts in the industries and business community. He has over more than 36 years of experience in various Industries.

Further, pursuant to the provisions of Sections 149, 152, Schedule IV of the Act read with applicable Rules, Mr. Sandeep G. Gokhale has been appointed Independent Director of the company by the Board for a term of 5 years, with effect from 12th November, 2021 upto 11th November, 2026 who has submitted a declaration that he 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 Mr. Sandeep G. Gokhale as Independent Director is now being placed before the Members in ensuing AGM for their approval. Except Mr. Sandeep G. Gokhale, none of the other Directors, Key Managerial Personnel and their relatives are interested in the said resolution.

Item No. 6:

In order to meet the working capital requirement, The Board of Directors approved the acceptance of fixed deposits from its members of the Company pursuant to the Section 73 of the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014 and other applicable provisions of the said Act or other laws, and subject to the conditions laid down in those provisions and the Companies (Acceptance of Deposits) Rules, 2014.

In compliance with the above provisions of the Companies Act, 2013 and the Rules framed thereunder, the Company is required to obtain approval of its Shareholders for acceptance of Fixed Deposits from the members of the Company by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, monetarily or otherwise in proposed Special Resolution.

The Board recommends the Special Resolution at Item No. 6.

Item No. 07:

As required under the provisions of Section 94 of the Act, certain documents such as the Registers and Indexes of Members and Debenture holders and certain other registers, certificates, documents etc., are required to be kept at the registered office of the Company. However, these documents can be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a Special Resolution passed at a general meeting of the Company.



The above-mentioned documents is maintained at the office of Satellite Corporate Services Private Limited, Registrars and Share Transfer Agents of the Company at Office no.106 & 107, Dattani Plaza, East West Compound, Andheri Kurla Road, Sakinaka, Mumbai, Maharashtra, 400072. Approval of the Members is therefore sought by a Special Resolution for keeping the Registers and Indexes of Members, Debenture holders, Annual Returns and other documents at the Registered Office of the Company and/ or at the other places mentioned in the Resolution or such other place where the office of RTA is situated.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested in the aforesaid Resolution set out at Item No. 07 of the Notice.

The Board recommends the resolution as set out at Item No. 07 of the accompanying Notice for the approval by the Members of the Company by way of a Special 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. Malvika S. Pittie
DIN	00730352
Date of Birth	22-11-1963
Date of first appointment on the Board	26 th May, 2015
Qualifications	M.Sc. Foods & Nutrition
Skills, capabilities and Expertise	Corporate Field and Expertise in Finance 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. Pittie Electronics Private Limited. 2. Mukundlal Bansilal And Sons Private Limited. 3. Shree Nand Trading Company Private Limited. 4. Samudra Enterprise Private Limited
Shareholding in Raja Bahadur International Limited	12,431
Relationship between directors inter-se	Wife of Mr. Shridhar Pittie, Managing Director of the Company
Past remuneration	-
Remuneration proposed	-

Terms and Conditions of appointment	In accordance with Nomination & Remuneration Policy
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Name of the Director	Mr. Mohan V. Tanksale
DIN	02971181
Date of Birth	31-07-1953
Date of first appointment on the Board	11-08-2017
Qualifications	Bachelor's degree in Science, Master's degree in English Literature and is a Fellow Member of Management Accountants of India (FCMA); has completed professional course of Company Secretary (Inter) from the Institute of Company Secretaries of India and is a Certified Associate of the Indian Institute of Banking and Finance (CAIIB).
Skills, capabilities and Expertise	Four and half decades in banking sector, Corporate Field and Expertise in Finance Field.
Number of Meetings of the Board attended during the year	Five
List of Directorship /Membership /Chairmanship of Committees of other Board	Directorship and the membership of Committees of the board:- 1. Lachhmidhar Kanshiram Finserv Private Limited - Director 2. Reach Ajcon Technologies Private Limited - Director 3. Green Bridge Capital Advisory Private Limited - Director 4. Rubix Data Sciences Private Limited - Nominee Director 5. New Opportunity Consultancy Private Limited - Director 6. Raja Bahadur International Limited - Independent Director 7. Ladderup Finance Limited - Director 8. India Pesticides Limited - Director 9. Centrum Housing Finance Limited - Director 10. Edelweiss Asset Reconstruction Company Limited - Director 11. Anand Rathi Wealth Limited - Director 12. Fort Finance Limited - Director

	13. Electronica Finance Limited - Director 14. WhiteOak Capital Asset Management Limited - (Resigned w.e.f. 01.11.2021) 15. Green Bridge Housing Finance Private Limited- (Resigned w.e.f. 28.03.2019) 16. Reach Ajcon Technologies Private Limited- (Resigned w.e.f. 28.02.2022)
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. Sandeep G. Gokhale
DIN	00693885
Date of Birth	10-07-1962
Date of first appointment on the Board	12-11-2021
Qualifications	Bachelors Degree in Engineering (Electrical) and Masters in Financial Management.
Skills, capabilities and Expertise	Having good contacts in the industries and business community and has over more than 36 years of experience in various Industries and Expertise in Finance Field.
Number of Meetings of the Board attended during the year	Three
List of Directorship /Membership /Chairmanship of Committees of other Board	Directorship and the membership of Committees of the board:- 1. Raja Bahadur International Limited - Independent Director. 2. Gourangdih Coal Limited - (Resigned w.e.f 02-09-2021). 3. JSW Aluminium Limited - (Resigned w.e.f 18-03-2022). 4. MJSJ Coal Limited - (Resigned w.e.f 22-07-2021).
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

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

Akash Joshi
Company Secretary
Membership No:- A40356

Place: Mumbai
Date: 27th May, 2022