

|

34th ANNUAL REPORT

2018-2019

RAJATH
FINANCE LIMITED

Regd. Office
208-215, Star Plaza
PhulchhabChowk
Rajkot -360001
Phone : 0281-2447800 Fax : 2454271
E-mail: rajathfin@hotmail.com, investorrelations-rajath@hotmail.com
We.: www.rajathfinance.in

Corporate Information:

Board of Directors

Hitesh Bagdai
Managing Director

BhavdeepVala
Executive Director

Poonam Bagdai
Non-executive &
Non-Independent Director

KantilalKhakhar
Independent Director

KetanbhaiDhulesiya
Independent Director

Janish Ajmera
Independent Director

Audit Committee

Kantilal Khakhar, Chairman
Ketan Dhulesiya, Member
Bhavdeep Vala, Member

Nomination

& Remuneration Committee

Kantilal Khakhar, Chairman
Ketan Dhulesiya, Member
Bhavdeep Vala, Member

Shareholder's Grievance
Committee:

Ketan Dhulesiya, Chairman
Kantilal Khakhar, Member
Bhavdeep Vala, Member

Statutory Auditors

SADP & Co.,
Chartered Accountants,
BB House, 5 – Collegewadi,
Near Kathiawad Gymkhana,
Rajkot – 360 001,
Gujarat

Registrars &
Share Transfer Agent

LINK INTIME INDIA PVT. LTD.
Unit No. 303, 3rd Floor, Shoppers
Plaza V,
Opp. Municipal Market, B/h. Shoppers
Plaza
Off. C G Road,
Ahmedabad – 380 009
Tele No. 079 – 26465179
Email: ahmedabad@linkintime.co.in

RAJATH FINANCE LIMITED

NOTICE

NOTICE is hereby given that the **34th Annual General Meeting** of the Members of the Company will be held on **Friday, 27th September, 2019** at 11:00 a.m. at the Registered Office of the Company situated at 208-215, Star Plaza, Phulchhab Chowk, Rajkot-360001, to transact the following business:

❖ **Ordinary Business:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of **Mr. Hitesh M. Bagdai**, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Auditors of the Company and fix their remuneration and to consider and if thought fit, to pass following resolution as an **Ordinary Resolution** thereof:

“RESOLVED THAT pursuant to the provisions of section 139 of the Companies Act, 2013 and the rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Board of Directors, **M/s. A D Vyas & Co., Chartered Accountants (ICAI Registration No. 113588W)**, be and is hereby appointed as Statutory Auditor of the Company, to hold office from the conclusion of this Annual General Meeting to the conclusion of Annual General Meeting to be held in the financial year 2024-25 (for the financial year 2023-24) and the Board of Directors be and are hereby authorized to fix such remuneration as agreed upon between the Auditors and the Board of Directors.”

Date : 30.08.2019
Place : Rajkot

By Order of the Board of Directors,
For, Rajath Finance Limited

(HITESH BAGDAI)
Managing Director
DIN: 00575732

❖ **Special Business:**

4. Re-appointment of Mr. Hitesh M. Bagdai as a Managing Director.

To consider and if thought fit, to pass with or without modification following Resolution as Special Resolution

“RESOLVED THAT pursuant to the provisions of Section-196 and 197 of Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and re-enactment thereof for the time being in force) Mr. Hitesh M. Bagdai, Managing Director, [DIN:00575732] of the Company be and is hereby re-appointed as a Managing Director of the Company for a period of Five from the date of AGM.

Date : 30.08.2019

Place : Rajkot

By Order of the Board of Directors,
For, Rajath Finance Limited

(HITESH BAGDAI)
Managing Director
DIN: 00575732

RAJATH FINANCE LIMITED

Explanatory Statement Pursuant to Section 102 of the Companies Act 2013:

The Board of Directors had appointed Shri Hitesh M. Bagdai [DIN: 00575732] as a Managing Director of the Company w.e.f 01st October, 2011 for a period of Three years. Hence the tenure of Shri Hiteshbhai M. Bagdai is expired in the year 2014 and at that time Companies Act, 2013 come into effect and there is no clarity regarding tenure of Managing Director like whether Managing Director appointed under the provisions of Companies Act, 1956 continue as a Managing Director under the provisions of Companies Act, 2013 or not. Therefore after completion of five years from the year 2014 Board of Directors of the Company has decided to re-appoint Shri Hitesh Bagdai as a Managing Director subject to approval of members in the ensuing Annual General Meeting.

Pursuant to the said provision of the Companies Act, 2013, the Company has received Form DIR-2(Consent to act as Managing Director) from Hitesh Bagdai, Managing Director [DIN: 00575732] to act as a Managing Director of the Company.

Members are hereby requested to accord their consent for the said matter and pass the Resolution at Item no. 4 as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or Relatives of Directors is deemed to be interested in the Resolution. Except Poonam Bagdai, Director and being wife of said Director is interested in the resolution.

Any Document referred to in aforesaid resolution at Item No. 4 is available for inspection for any member between 10:00AM to 01:00PM during any working day.

Date : 30.08.2019

Place : Rajkot

**By Order of the Board of Directors,
For, Rajath Finance Limited**

(HITESH BAGDAI)
Managing Director
DIN: 00575732

Address of Registered Office:

Rajath Finance Limited,

CIN: L65910GJ1984PLC007486

208 - 215 Star Plaza,

PhulchhabChowk,

Rajkot - 360 001, Gujarat, India

Contact Number: 0281 - 30133 44 / 244 78 00

Fax: 0281 - 2454271

E-Mail: investorrelationsrajath@hotmail.com

Website: www.rajathfinance.in

RAJATH FINANCE LIMITED

NOTES:

- A. A Member entitled to attend and vote at the Annual General Meeting ("the meeting") is entitled to appoint a proxy to attend and vote on poll and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
- B. The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, 23rd, September 2019 to Saturday, 28th September, 2019.**
- C. Electronic copy of the Annual report is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual report is being sent in the permitted mode.
- D. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number. Members may also note that the Annual Report for FY 2018-19 will also be available on the Company's website www.rajathfinance.com for their download.
- E. In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing facility to the members to exercise their right to vote at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting platform provided by Link Intime India Private Limited (LIPL).

- F. The person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Friday, 20th September, 2019 i.e. cutoff date only shall be entitled to avail the facility of remote e-voting as well as the voting in the Annual General Meeting. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). **The remote e-voting period will commence on Tuesday, 24th September, 2019 at 9.00 a.m. and will end on Thursday, 26th September, 2019 at 5.00 p.m.** In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed Ms. Purvi G. Dave, Practising Company Secretary, Partner, MJP Associates, Practising Company Secretaries, to act as the Scrutinizer & scrutinize the entire e-voting process in Annual General Meeting in a fair and transparent manner. The instructions for e-voting with User Id and Password is being sent by electronic mode to all members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. The instructions for remote e-voting are given hereunder after closure of notes.
- G. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9 A.M. to 5 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.

RAJATH FINANCE LIMITED

BRIEF PROFILE OF DIRECTORS SEEING APPOINTMENT:

Director's Name	MR. HITESH M. BAGDAI
Age	55 Years
Date of Appointment as Director in Company	27 th February, 2007
Qualification	Graduate
Experience in specific functional area	Wide experience in real estate business
Directorship held in other public limited Indian Companies (excluding Directorship in Rajath Finance Limited)	Nil
Membership/Chairmanship of Committees public limited Indian Companies (excluding Membership/Chairmanship of Committees in Rajath Finance Limited)	Nil

Date : 30.08.2019

Place : Rajkot

**By Order of the Board of Directors,
For, Rajath Finance Limited**

**(HITESH BAGDAI)
Managing Director
[DIN: 00575732]**

Instructions for e-Voting:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2017 as amended by the Companies (Management and Administration) Amendment Rules 2015 and as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the listing agreement, the Company is pleased to provide members facility to exercise their right to vote at the 33RD Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Link Intime India Private Limited (LI IPL).

The e-voting facility will be commenced on Tuesday, 24th September, 2019 at 9.00 a.m. and will end on Thursday, 26th September, 2019 at 5.00 p.m. The cut-off date for the purpose of ascertaining the eligibility of members to avail e-voting facility is 20th September, 2019. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

Attention is invited to the statement on the accompanying Notice that all businesses at the meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means.

Please read the instructions given below before exercising the vote.

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:
If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below: