Rajputana
investment and finance ltd

December 05, 2020

To,
Department of Corporate Service
The Bombay Stock Exchange
BSE Limited
25 P. J. Tower, Dalal Street,
Mumbai – 400 001

To,
Secretary
The Calcutta Stock Exchange
CSE Limited
7, Lyons Range,
Kolkata 700001

Ref: Scrip Code: 539090
Scrip Code in CSE: 28089

Sub: Submission of 78th Annual Report for the Financial Year 2019-20

Dear Sir(s)

We hereby submit the soft copy of the 78th Annual Report of Rajputana Investment & Finance Limited for the financial year 2019-20 under Regulation 34(1) of SEBI(Listing Obligation & Disclosure Requirements) Regulations, 2015.

This is for your kind information and records.

Thanking You,

Yours faithfully,

For ***Rajputana Investment & Finance Limited***

Annu Jain

Annu Jain
(Company Secretary)
M. No. 49846

Rajputana Investment & Finance Ltd
Reg. Address: Flat No. 601, 6th Floor, Nanda Tower, 90, Phears Lane, Kolkata - 700 012
Corporate Office Address: 8/82/3, BRD Complex, Kozhikode Road, Parempadam
Kunnamkulam Via,Thrissur Dist Kerala-680 519
CIN: L65929WB1941PLC010731 | **Email Id:** info@rajputanainvestment.com
| **Website:** www.rajputanainvestment.com | **Ph No:** 91+ 82320 27550

Rajputana

investment and finance ltd

78TH ANNUAL REPORT

2019-2020

CORPORATE INFORMATION

BOARD OF DIRECTORS:

Managing Director & CFO
Mr. Kochumathew Chowailoor Joseph

Non-Executive Independent Director
Mr. Mathew Jose
Mr. B R Nalupurakkal
Mr. Sunny Mathew
Ms. Liji Jmmy Thalakkottoor

BOARD COMMITTEES:

Audit Committee

Mr. Mathew Jose – Chairman
Mr. B R Nalupurakkal - Member
Mr. Kochumathew C J- Member
Mr. Sunny Mathew-Member

Nomination & Remuneration Committee

Mr. B R Nalupurakkal – Chairman
Mr. Mathew Jose - MemberMr. Sunny Mathew-Member

Stakeholders Relationship Committee

Mr. Mathew Jose – Chairman
Mr. B R Nalupurakkal - Member
Mr. Kochumathew C J- Member
Mr. Sunny Mathew-Member

AUDITORS

Statutory Auditor:

M/s. Gupta Agarwal & Associates
23 Gangadhar Babu Lane, Imax Lohia Square, 3rd Floor, Room No. 3A
Kolkata – 700 012

Internal Auditor:

M/s. V.K. Singhania & Associates
8/1, Balmukund Macker Road
3rd Floor, Kolkata- 700 001

Secretarial Auditor:

M/s. Vishnu Agarwal & Associates
1G-6/2 Aswani Nagar Ganapati Vihar, Block 2 Flat No 101,
Baguiati, Kolkata – 700 159

Company Secretary & Compliance Officer:
Ms. Annu Jain

Bankers :
Axis Bank Limited

Registrar & Transfer Agent :
Maheshwari Datamatics Pvt. Ltd.
23 R.N Mukherjee Road, 5th Floor, Kolkata – 700001
Contact No. : 033 2243 5029/22482248
Fax – 033 22484787
E mail ID: mpdl@cal.vsnl.net.in,mdpldc@yahoo.com
Website: info@mdpl.in

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NOTICE

NOTICE is hereby given that the Seventy- Eighth Annual General Meeting of the Members of Rajputana Investment & Finance Limited will be held on Monday, December 28, 2020 at 1:00 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS: -

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2020 as on that date reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions.

2. To appoint Director in place of Shri Kochumathew Chowailoor Joseph [DIN 02685057) who retires by rotation and being eligible, offers himself for reappointment.

By Order of the Board
For Rajputana Investment & Finance Limited

Dated: December 03, 2020

Sd/-
Annu Jain
Company Secretary
ACS – 49846

Registered Office:
"Nanda Tower", 90 Phears Lane, Room No.601,
6th Floor, Kolkata – 700 012
CIN: L65929WB1941PLC010731
Website: www.rajputanainvestment.com
Email id: info@rajputanainvestment.com
Phone No: 8232027550

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the company.

2. 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 MCA Circulars 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. On Account of threat posed by COVID-19 and in of the above mentioned MCA Circulars and SEBI Circular, the Company has sent the Annual Report, Notice of AGM and e-voting instructions only in electronic form to the registered email addresses of the shareholders. Therefore, those shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below: Those shareholders who have registered/not registered their e-mail address or registered an incorrect e-mail address and mobile numbers including address and bank details may please contact and validate/update their details with the Depository Participant in case of shares held in electronic form and with M/s. Maheshwari Datamatics Private Limited, Registrar & Transfer Agent of the Company ("RTA") in case of shares are held in physical form.

5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.

6. Members are requested to intimate change in their email id, if any, immediately to the Company's Registrar & Share Transfer Agent M/s. Maheshwari Datamatics Private Limited, 23 R.N Mukherjee Road, 5th Floor, Kolkata - 700 001 by quoting their Folio Number(s).

7. DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website, websites of the Stock Exchanges, BSE Limited at www.bseindia.com respectively, and on the website of Company's Registrar and Transfer Agent, Maheshwari Datamatics Private Limited ("MDPL") at www.mdpl.in.

8. FOR RECEIVING ALL COMMUNICATION (INCLUDING ANNUAL REPORT) FROM THE COMPANY ELECTRONICALLY:

a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by following this link - http://mdpl.in/form/email-update & for PAN Updating http://mdpl.in/form/pan-update.

b) Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant.

9. PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

a) The Company will provide VC /OAVM facility to its Members for participating at the AGM.

b) Members will be able to attend the AGM through VC / OAVM or view the live webcast at **https://www.evotingindia.com** by using their e-voting login credentials and selecting the EVSN of the company's AGM.

c) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

d) 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.

e) Members are requested to follow the procedure given below:

- Launch internet browser (chrome/firefox/safari) by typing the URL:
- Enter the login credentials (i.e., User ID and password for e-voting).
- After logging in, click on "Video Conference" option
- Then click on camera icon appearing against AGM event of Rajputana Investment & Finance Limited, to attend the Meeting.

10. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions mentioned in the Notice.

11. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@rajputanainvestment.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@rajputanainvestment.com. These queries will be replied to by the company suitably either by mail or in the email id of the company .

- course of the meeting. Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
- Facility to join the meeting shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
- Members who need assistance before or during the AGM, can contact helpdesk.evoting@cdslindia.com. or call on toll free numbers 1800-425-891800-345-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
- Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

12. PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM

a) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations, the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means ("e-voting"). in below ("remote e-voting").

b) Further, the facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

c) Members may cast their votes remotely, using an electronic voting system on the dates mentioned he The Company has engaged the services of CDSL as the agency to provide e-voting facility.

d) The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below:

e) The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting:	10:00 a.m. on Friday, December 25, 2020
End of remote of e-voting:	5:00 p.m. on Sunday, December 27, 2020

f) The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by MDPL upon expiry of the aforesaid period.

g) Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his share in the paid-up equity share capital of the Company as on the cut-off date, i.e. Monday, December 21, 2020.

h) The Board of Directors of the Company has appointed Mr. Vishnu Agarwal, a Practising Company Secretary, Proprietor, as Scrutiniser to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

i) In view of the amendment made to the Section 139 of the Companies Act, 2013 vide the Companies (Amendment) Act, 2017 which is effective from May 07, 2018, annual ratification of appointment of Statutory Auditors have been done away with. Hence no resolution has been proposed for the same.

j) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

k) At the Seventy Fifth AGM held on 21st July, 2017 the Members approved appointment of M/s. Gupta Agarwal & Associates, (Firm Registration No:329001E) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the Eightieth AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Seventy Eighth AGM.

I. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

A. VOTING THROUGH ELECTRONIC MEANS

- In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is pleased to provide Members the facility to exercise their right to vote at the AGM of the Company by electronic means and the business may be transacted through E-voting Services provided by Central Depository Services (India) Limited (CDSL).

- The remote e-voting period commences on Friday, December 25, 2020 (10:00 a.m. IST) and ends on Sunday, December 27, 2020 (5:00 p.m. IST).During this period, Members holding shares either in physical form or in dematerialized form, as on Tuesday, December 21, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through / OAVM facility and have not cast 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 during the AGM.

- 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 December 21, 2020

- M/s. Vishnu Agarwal & Associates, Practicing Company Secretary, Kolkata (Practicing No. 21322), has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.

- The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 05th December 2020.

- Notice of the AGM along with the process, instructions, and the manner of conducting E-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s).

- Investors who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. December 21, 2020 are requested to send the written / email communication to the Company at info@rajputanainvestment.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for E-voting.

- **The instructions for e-voting are as under:**

In case of members receiving e-mail:

a) Click on "Shareholders" tab.

- Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- Now Enter your User ID.
  For CDSL: 16 digits beneficiary ID,
- For NDSL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

b) Next enter the Image Verification as displayed and Click on Login.

- If you are holding shares in demat form and had logged on www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- If you are a first-time user follow the steps given below: -

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details as mentioned in instruction

- After entering these details appropriately, click on "SUBMIT" tab.

Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.

a) Maheshwari Datamatics Private Limited Click on the EVSN for the relevant "Rajputana Investment & Finance Limited" on which you choose to vote.

- On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Note for Non-Individual Shareholders and custodians.
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the accounts (s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQ") and e-voting manual available at www.evotingindia.com, under help Section or write an email to helpdesk.evoting@cdslindia.com.

- 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 Downloads Section of www.evotingindia.com.

- If you are already registered with CDSL for E-voting, then you can use your existing user ID and password/PIN for casting your vote.

- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- The Scrutinizer shall within a period not exceeding one (1) working days from the conclusion of the E-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

- The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rajputanainvestment.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and Central Depository Services (India) Limited.

- The Notice of the 78th AGM and instructions for e-voting, is being sent by electronic mode to all the members whose email address are registered with the Company/Depository Participant(s).

- Members may also note that the Notice of the 78th AGM and the Annual Report 2019-20 will be available on the Company's website www.rajputanainvestment.com. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at info@rajputanainvestment.com.

- Members seeking any information or clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide replies at the meeting.

- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

- The shares of the Company are under compulsory demat list of SEBI w.e.f October 01, 2000. The trading in equity shares can be only in demat form. In case you do not hold shares in demat form, you may do so by opening account with a depository participant and complete dematerialization formalities.

  MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONVERT THEIR HOLDING TO DEMATERIALISED FORM THROUGH DEPOSITORY PARTICIPANT.

- The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act.

ANNEXURE TO ITEM NO-2 OF THE NOTICE

- BRIEF PROFILE OF DIRECTOR BEING APPOINTED or RE-APPOINTED

Name	Shri Kochumathew Chawailoor Joseph
Din	02685057
Date of Appointment	30th September 2019
Date of Birth	05th May 1948
Qualifications	Higher Secondary
Directorship held in other public companies	3
Number of Shares held in the Company	100000

By Order of the Board
For Rajputana Investment & Finance Limited

Dated: December 03, 2020

Sd/-
Annu Jain
Company Secretary
ACS – 49846

Registered Office:
"Nanda Tower", 90 Phears Lane, Room No.601,
6th Floor, Kolkata – 700 012
CIN: L65929WB1941PLC010731
Website: www.rajputanainvestment.com
Email id: info@rajputanainvestment.com
Phone No: 8232027550

DIRECTORS REPORT

Dear Shareholders,

Your Directors have pleasure in presenting their Seventy-Eighth Annual Report together with the Audited Financial Statements of the Company for the Year ended March 31, 2020.

Financial Highlights

During the year under review, performance of your Company as under:

(Amount in Rupees)

Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
Total Revenue	18,67,993	16,19,271
Profit/(Loss) before taxation	2,35,103	2,56,802
Less: Tax Expense	60,791	49,410
Profit/(Loss) after tax	1,74,311	2,07,392
Add: Balance B/F from the previous year	(5,38,029)	(7,45,421)
Balance Profit / (Loss) C/F to the next year	(3,63,718)	(5,38,029)

Review of Operations

During the year under review the Company has recorded a total revenue of Rs. 18,67,993/- as compared to Rs. 16,19,271/- in the previous year. The Company has recorded a net profit of Rs. 1,74,311/- as compared to previous year net profit of Rs. 2,07,392/-.

Share Capital

The Company has 3,08,00,000/- Equity Share Capital for the Financial Year ended March 31, 2020.

Change in Management

There was a change in the management of the Company during the financial year ended March 31, 2020. Details of which is attached in Annexure "A".

Change in the Nature of Business

The Company is engaged in the business of Investment and Financial Activity. There was no change in the nature of business of the Company.

Dividends

The Board does not recommend any dividend for the financial year 2019-20.

General Reserve

The Company has not transferred any fund to General Reserve during the financial year 2019-20.

Number of meeting of Board of Directors

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. During the year, **Ten** Board meetings were held. The maximum time gap between any two consecutive meetings did not exceed 120 days. The date on which the Board Meetings were held are **03.04.2019, 14.05.2019, 30.05.2019, 12.08.2019, 02.09.2019, 14.11.2019, 03.12.2019, 21.12.2019, 30.12.2019, 13.02.2020**

Declaration of Independent Directors

Pursuant to section 149(7) of the Companies Act 2013, the Company has received necessary declaration from each Independent Director confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013("The Act") and Regulation 16 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Committees of the Board:

The Company has constituted / re-constituted various Board level committees in accordance with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Details of all the Committees along with their composition and meetings held during the year under review are provided in the Report on Corporate Governance forming part of this Annual Report.

Corporate Governance:

As provided under Regulation 15(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the compliance with Corporate Governance as specified in Regulation 17 to 27, 46(2)(b) to (i) & Para c, d & e of Schedule V are not applicable to the company as paid up share capital doesn't exceed Rs. 10 Crore.

Formal Annual Evaluation:

The Board of Directors has carried out in annual evaluation of its own performance, its committee, and Individual Directors pursuant to the requirements of the Act and the Listing Regulation.

Further, the Independent Directors, at their exclusive meeting held on March 04, 2020 during the year reviewed the performance of the Board, the Chairman and the Non- Executive Directors and other items as stipulated under the Listing Regulation.

Material Changes and Commitments, if any, affecting financial position:

There is no such material change and commitment affecting the financial position of your Company which have occurred between the end of the financial year of your company to which the financial statements relate and the date of the report.

Details of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013 are given in the notes to the financial statements.

Extract of Annual Return:

The extract of Annual Return in Form No. MGT-9 pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management & Administration) Rules, 2014 is annexed hereto as **Annexure – II.**

Particulars of Contracts or Arrangements with Related Parties:

A Related Party Transaction Policy has been formulated by the Board of Directors for determining the materiality of transactions with related parties and dealing with them. The said policy may be referred to at the Company's website at www.rajputanainvestment.com.

The Audit Committee reviews all related party transactions. All contracts or arrangements with related parties, entered into or modified during the financial year, within the meaning of Section 188 (1) of Companies Act, 2013 were in ordinary course of business and on arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations.

There are no material contracts or arrangements entered into by the Company during the year with Related Parties. There are no materially significant related party transactions entered into by the Company with promoters, directors, key managerial personnel or other designated persons or related party as per definition contained u/s 2(76) of the Act, which may have a potential conflict with the interest of the Company at large. Accordingly, the disclosure of Related Party Transactions as required under Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 has been enclosed as ***Annexure – III*** is attached herewith and forms part of this Director's Report.

Conservation of Energy and Technology Absorption and Foreign Exchange Earnings and Outgo:

Particulars of Conservation of energy, technology absorption and foreign exchange and outgo as required under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to the Company. The disclosures are annexed as **Annexure-IV** and forms part of this Annual Report.

Details of Directors and Key Managerial Personnel:

During the period, the Board of the Company was reconstituted for the purpose of better growth and expansion and diversification of the business of the Company.

a) Appointment of Directors

During the year under review the Board of Directors of the Company had appointed following Directors:

- Shri. Sunny Mathew (Din: 08389552) as a Non- Executive Independent Director w.e.f May 14, 2019
- Smt. Liji Jmmy Thalakkottoor (Din: 08448618) as a Non- Executive Independent Director w.e.f May 14, 2019

b) Cessation in Directorship during the Year

During the year under review the Board of Directors of the Company had resigned following Directors:

- Shri. Chanayil Surendran Gopalan (Din: 00074631) as an Executive Director w.e.f May 14, 2019.
- Shri. Cheruvathoor Kuriappan Appumon (Din: 00135500) as an Executive Director w.e.f May 14, 2019.
- Shri. William Varghese Chungath Cheru (Din: 00074708) as an Executive Director w.e.f May 14, 2019.
- Smt. Kochuthressia (Din: 08219202) as a Non - Executive Independent Director w.e.f May 14, 2019.
- Shri Pankaj Kumar Kanodia (Din: 07020952) as Managing Director w.e.f. September 30, 2019.

c) Statement on declaration given by Independent Directors under Section 149(6)

Your Company has received declarations from all the Independent pursuant to Section 149 (7) of the Companies Act, 2013 of the Company confirming that they meet the criteria of interdependence as prescribed both under Section 149 (6) of the Companies Act, 2013 read with rules made there under and Regulation 16 (1) (b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

d) Change in Key Managerial Personnel:

The Board of Directors of the Company has appointed Ms. Annu Jain as Company Secretary & Compliance Officer of the Company with effect from 21st December, 2019 in place of Ms. Puja Seth who was appointed on 03,April 2019 has resigned from the post of Company Secretary & Compliance Officer on 3rd December, 2019 to look after the compliances of the Company.

The Shareholders of the Company at AGM has appointed Mr. Kochumathew CJ Joseph as Managing Director cum Chief Financial Officer of the Company with effect from 30th September, 2019 in place of Mr. Pankaj Kanodia, who

has resigned from the post of Managing Director cum Chief Financial Officer of the Company on 30th September, 2019 to look Kochumathew Chawailoor Joseph after the management of the Company.

Mr., Managing Director cum Chief Financial Officer & Ms. Annu Jain, Company Secretary & Compliance Officer of the Company are the Whole-time Key Managerial Personnel of the Company as per Section 203 of the Companies Act, 2013.

e) Familiarization Programme undertaken for Independent Directors

The Independent Directors are familiarized with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. pursuant to Regulation 25 (7) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 on appointment, the Independent Director is issued a letter of appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. The Directors also explained in detail the various compliances required from him to act as a Director under the various provisions of the Companies Act, 2013, SEBI (LODR) Regulation, 2015, SEBI (Prohibition of Insider Trading) Regulation, 2011, the Code of Conduct of the Company and other relevant regulations. The details of familiarization is available on Company's website www.rajputanainvestment.com.

Board Evaluation:

The board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to sub-section 3(p) of Section 134 of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning etc. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings etc. The criteria for evaluation of Directors inter alia includes factors such as engagement, strategic planning and vision, team spirit and consensus building, effective leadership, domain knowledge, management qualities, teamwork abilities, achievements, understanding and awareness, integrity, ethics, value and openness.

The Directors express their satisfaction over the evaluation process and results thereof.

Management Discussion and Analysis Report:

A separate report on Management Discussion and Analysis is annexed as part of Annual Report along with the Auditors Certificate in compliance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Subsidiaries, JVs or Associate Companies:

The Company does not have any Joint Ventures, Associate or Subsidiary Companies as on March 31, 2020.

Change of Registered Office:

There was no change in the registered office of the Company during the financial year ended March 31, 2020.

Particulars of Employees and Related Disclosures:

Disclosures pertaining to remuneration and other details under Section 197(12) of the act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended are annexed as ***Annexure-V***. However, as per the provisions of Section 136 of the Companies Act, 2013, the reports and accounts are being sent to the Members and others entitled thereto, excluding the disclosure on particulars of employees which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting.

Directors Responsibility Statement:

Pursuant to clause (c) of sub-section (3) of Section 134 and Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that:

a) **Accounting Standard:** In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.

b) **Accounting Policies:** The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.

c) **Proper Efficient and Care** : The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) **Going Concern Basis:** The Directors had prepared the annual accounts on a going concern basis.

e) **Compliance with all laws:** The Directors had devised proper system to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.

f) **Internal Financial Controls:** The Directors had laid down internal financial control to be followed by the Company and that such internal financial control is adequate and operating effectively.

Board's Comment on the Auditor's Report:

The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self-explanatory.

Risk Management Policy:

The Board of Directors of the Company has formulated a Risk Management policy which aims at enhancing shareholders value and providing an optimum risk reward tradeoff. The risk management approach is based on a clear understanding of the variety of risks that the organization faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures. In the opinion of the Board, none of the risks faced by the Company threaten the existence of the Company.

The Company has adequate internal control systems and procedures to combat risks. The risk management procedure is reviewed by the Audit Committee and Board of Directors on a quarterly basis at the time of review of quarterly financial results of the Company.

This policy is also available on the Company's website www.rajputanainvestment.com.

Internal Financial Control Systems:

1. The Company has appointed Internal Auditor to observe the Internal Controls who regularly monitors if the workflow of the organization is being done through the approved policies of the Company. In every half year

ended during the approval of Un-audited Financial Results along with Statement of Assets & Liabilities, Internal Auditor submit the Internal Audit Report to the Board.

2. The Board of Directors of the Company has adopted various policies like Related Party Transaction Policy, Whistle Blower Policy, and other procedures for ensuring the orderly and efficient conduct of its business. The Company system of internal control has been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, safeguarding of its asset, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and timely preparation of financial information.

Vigil Mechanism/ Whistle Blower Policy:

The Company has established an effective Whistle Blower Policy person to the Companies Act, 2013 and SEBI listing Regulation, 2015. The said policy may be referred to at the company's website at the following web link www.rajputanainvestment.com. It aims at conducting the affairs of the Company in a fare and transparent manner by adopting the highest standard of professionalism, honesty, integrity, and ethical behavior. All permanent employees of the Company are covered under the Whistle Blower Policy.

A mechanism has been established for employees to report concern about un-ethical behavior, actual or suspected fraud or violation of code of conduct an ethics. It also provides for educate safeguards against the victimization of employees who able the mechanism to allow direct access to the Chairman of the Audit Committee in exceptional cases.

Transfer of Amounts to Investor Education and Protection Fund:

Pursuant to applicable provisions of the Companies Act, 2013 ("the Act) read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company did not have any funds lying unpaid or unclaimed. Therefore, there was no funds which were required to be transferred to Investor Education and Provident fund (IEPF).

Auditors:

a) **Statutory Auditors:**

M/s. Gupta Agarwal & Associates, Chartered Accountants. (Firm Registration No. 329001E) , Kolkata had been appointed as the Statutory Auditor of the Company by the Members in their Annual General Meeting held on 21st July , 2017 till the conclusion of fifth consecutive AGM of the Company to be held in the year 2022.

Accordingly M/s. Gupta Agarwal & Associates, Chartered Accountants shall continue to be the Statutory Auditors of the Company till the conclusion of AGM to be held in the year 2022 and their appointment shall not be subject to ratification by the members on an annual basis.

b) **Internal Auditors:**

Pursuant to Section 138 of the Companies Act, 2013 read with Rule 13 of Companies (Account) Rule 2014, Company is required to appoint Internal Auditors. The Company has introduced Internal Financial control System which ensures proper Internal Audit of Financial Transaction.

c) **Secretarial Auditor:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Board had appointed M/s. Vishnu Agarwal & Associates, Practising Company Secretary (CP No. 21322), to conduct Secretarial Audit for the financial year ended on 31st March, 2020. The Secretarial Audit Report for the financial year ended on 31st March 2020 is annexed herewith and marked as **Annexure I** to this Report. The Secretarial Audit Report does not contain any qualification / adverse remark / observation.

Deposits:

Your Company has not accepted any Fixed Deposit under Chapter-V of the Companies Act, 2013 during the financial year and as such, no amount on account of Principal or Interest on Deposits from Public was outstanding as on March 31, 2020.

Corporate Social Responsibility:

In pursuance of the provisions of Section 135 of the companies Act 2013, the CSR provisions were not applicable to the Company.

Code of Conduct:

The Board of Directors has approved a code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day operations of the Company in accordance with the applicable Accounting Standards. The code laid down by the Board is known as "Code of Conduct". The code has been posted on the Company's website www.rajputanainvestment.com.

Prevention of Insider Trading:

The Company has adopted a Code of Conduct for prevention of Insider Trading with a view to regulate trading in Securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading window is closed. The Board is responsible for implementation of the code.

All Board Directors and the designated employees have confirmed compliance with the code.

Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013:

The Company has formulated a policy for the prevention of sexual harassment within the Company. It ensures prevention and deterrence of acts of sexual harassment and communicates procedures for their resolution and settlement. Internal Complaint Committee have been constituted which is chaired by a female employee of the Company in accordance with the requirements under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which ensures implementation and compliance with the Law as well as the policy at every unit. There were no cases/ complaints reported in this regard during the year 2019-20. A copy of the Policy against sexual harassment is posted on the Company's Website www.rajputanainvestment.com.

Acknowledgement:

Your Board sincerely places on record the support extended by the Traders, Shareholders, Company's Bankers, Central and State Government Authorities, Stock Exchanges, CDSL, NSDL and all other Business Associates for the growth of the organization. The Board further expresses its appreciation for the services rendered by the Executives, officers and staffs of the Company at all levels.

We look forward to receiving the continued patronage from all quarters to become a better and stronger Company.

For Rajputana Investment & Finance Limited

Sd/-
Kochumathew Chowailoor Joseph
Managing Director & CFO
Din: 02685057

Sd/-
Bahuleyan Raman Nalupurakkal
Director
Din: 00297057

Place: Kolkata
Date: December 03, 2020

ANNEXURE-III

FORM NO. AOC -2

Pursuant to Clause (h) of sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub Section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Justification for entering into such contracts or arrangements or transactions'	NIL
f)	Date of approval by the Board	NIL
g)	Amount paid as advances if any	NIL
h)	Date on which the special resolution was passed in General meeting as required under first proviso to Section 188	NIL

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	NIL
c)	Duration of the contracts/arrangements/transaction	NIL
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
e)	Date of approval by the Board	NIL
f)	Amount paid as advances, if any	NIL

By Order of the Board

For Rajputana Investment & Finance Limited

Sd/-
Kochumathew Chowailoor Joseph
Managing Director & CFO
Din : 02685057

Sd/-
Bahuleyan Raman Nalupurakkal
Director
Din : 00297057

Place : Kolkata
Date : December 03, 2020

ANNEXURE – I

FORM No. MR-3

Secretarial Audit Report
For the Financial Year ended March 31, 2019
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members
RAJPUTANA INVESTMENT & FINANCE LIMITED
(CIN - L65929WB1941PLC010731)
"Nanda Tower", 90 Phears Lane,
Room No.601, 6th Floor
Kolkata – 700012

I have conducted the Secretarial Audit related to compliance of all applicable statutory provisions and adherence to good corporate practices by **Rajputana Investment & Finance Limited** (hereinafter referred as 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2020 according to the provisions of:

I. The Companies Act, 1956, as applicable, and Companies Act, 2013 (the Act) and the rules made thereunder;
II. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under;
III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
IV. Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings – **(Not applicable to the Company during the Audit Period)**;
V. The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 :-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended;**(Applicable to the Company during the Audit Period and all the compliances are done accordingly)**

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ;- **(Applicable to the Company during the Audit Period)**

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014 – **(Not applicable to the Company during the Audit Period);**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **(Not applicable to the Company during the Audit Period);**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **(Not applicable to the Company during the Audit Period);** and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – **(Not applicable to the Company during the Audit Period);**

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations 2015 – **(To the extent applicable during the Audit Period)**

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India – Notified with effect from July 1, 2015. **(Applicable to the Company during the Audit Period and all the compliances are done accordingly)**

(ii) The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited and the Calcutta Stock Exchange Limited read with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors, and a Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Adequate Notice is given to all Directors to schedule the Board Meetings, agenda and detailed Notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through, while the dissenting members' views are captured, as and when required and are recorded as part of the minutes. Decisions of the Board Meetings were taken unanimously.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines as also represented by the management.

I further report that during the audit period no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc.

For Vishnu Agarwal & Associates
Practicing Company
Secretary
Membership No. 54106

Place: Kolkata
Date: August 25 2020

Vishnu Agarwal
C.P. No. : 21322
UDIN:
A054106B000613500

Encl: Annexure- A forming an integral part of this report.

'ANNEXURE A'

To
The Members
RAJPUTANA INVESTMENT & FINANCE LIMITED
(CIN - L65929WB1941PLC010731)
"Nanda Tower", 90 Phears Lane,
Room No.601, 6th Floor
Kolkata – 700012

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express as opinion on these secretarial records based on my audit.

2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Vishnu Agarwal & Associates
Practicing Company Secretary
Membership No. 54106

Place: Kolkata
Date: August, 25 2020

Vishnu Agarwal
C.P. No. : 21322
UDIN: **A054106B000613500**

ANNEXURE - IV

Disclosure of particulars under 134 (3) (m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014.

A	**CONSERVATION OF ENERGY**	
1.	Steps taken or impacts on conservation of energy	NIL
2.	Steps taken by the company for utilizing alternate sources of energy.	NIL
3.	Capital investment on energy conservation equipment's	NIL

B	**TECHNOLOGY ABSORPTION, ADAPTATION, AND INNOVATION**	
1.	Efforts made towards technology absorption,	NIL
2.	Benefits derived like product improvement, cost reduction, product development or import substitution.	NIL
3.	In case of imported technology (imported during last 5 years reckoned from the beginning of the financial year), following information may be furnished:	
i)	Technology imported	NIL
ii)	Year of import	NIL
iii)	Has technology been fully absorbed?	NIL
iv)	If not fully absorbed, areas where this has not taken place, reasons there for and future plans of action	NIL
4	Expenditures incurred on Research & Development	NIL

C.	**FOREIGN EXCHANGE EARNING AND OUTGO**	
1	Foreign Exchange earned in terms of actual inflows during the year	NIL
2	Foreign Exchange outgo during the year in terms of actual outflows	NIL

By Order of the Board
For Rajputana Investment & Finance Limited

Sd/-
Kochumathew Chowailoor Joseph
(Managing Director & CFO)
Din : 02685057

Sd/-
Bahuleyan Raman Nalupurakkal
(Director)
Din : 00297057

Place : Kolkata
Date : December 03, 2020

ANNEXURE- V

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

(i) STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO PROVISIONS OF SECTION 197(12) OF THE COMPANIES ACT 2013 READ WITH COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Sl.No.	Name of the Director	Designation	Remuneration (Rs.)
1.	Mr. Pankaj Kumar Kanodia	Managing Director & CFO	67,500
2.	Mr. Kochumathew Chowailoor Joseph	Managing Director & CFO	50,000
2.	Ms. Puja Seth	Company Secretary	1,72,000
3.	Ms Annu Jain	Company Secretary	1,01,000

Note: Ms. Puja Seth has been resigned from the post of Company Secretary & Compliance Officer w.e.f. 03 December 2019 and the Pankaj Kumar Kanodia also has been resigned from the post of Managing Director & CFO w.e.f. 30-September-2019

(ii) Affirmation that the remuneration is as per the remuneration policy of the Company:

Remuneration paid during the year ended March 31, 2020 is as per the Remuneration Policy of the Company.

Note1: *This Annexure is from the Period April 1, 2019 to March 31, 2020*

By Order of the Board

For Rajputana Investment & Finance Limited

Sd/-
Kochumathew Chowailoor Joseph
(Managing Director & CFO)
Din : 02685057

Sd/-
Bahuleyan Raman Nalupurakkal
(Director)
Din: 00297057

Place: Kolkata

Date: December 03, 2020

MGT-9

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As On Financial Year Ended on 31.03.2020

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS :

A	CIN	L65929WB1941PLC010731
B	Registration Date	September 22, 1941
C	Name of the Company	Rajputana Investment & Finance Ltd.
D	Category/Sub-category of the Company	Company Limited by shares/ Indian Non-Government Company
E	Address of the Registered office & contact details	Nanda Tower,90 Phears Lane, Room No.601, 6th Floor Kolkata - 700 012
F	Whether listed company	Yes
G	Name , Address & Contact details of the Registrar & Transfer Agent, if any.	Maheshwari Datamatics Pvt Ltd., 23 R.N Mukherjee Road, 5th Floor Kolkata -700001 Telephone No. 033 2248 2248 Email ID: mdpldc@yahoo.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sl. No.	Name & Description of Main Products/Services	NIC Code of the Product /Service	% to total turnover of the Company
A	Investment & Financial Activity	64990	100%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES :

Sl. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% Of Shares Held	Appli cable Sect
Nil					

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity) :

Category of Shareholders		No. of Shares held at the Beginning of the Year				No. of Shares held at the End of the Year				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A	Promoters									
1	Indian									
a	Individual/HUF	427,150	-	427,150	13.87	427,150	-	427,150	13.87	-
b	Central Govt.or State Govt.	-	-	-	-	-	-	-	-	-
c	Bodies Corporates	1,871,816	-	1,871,816	60.77	1,871,816	-	1,871,816	60.77	-
d	Bank/FI	-	-	-	-	-	-	-	-	-
e	Any other	-	-	-	-	-	-	-	-	-
	SUB TOTAL : (A)(1)	2,298,966	-	2,298,966	74.64	2,298,966	-	2,298,966	74.64	(0.00)
2	*Foreign*									
a	NRI- Individuals	-	-	-	-	-	-	-	-	-
b	Other Individuals	-	-	-	-	-	-	-	-	-
c	Bodies Corp.	-	-	-	-	-	-	-	-	-
d	Banks/FI	-	-	-	-	-	-	-	-	-
e	Any other...	-	-	-	-	-	-	-	-	-
	SUB TOTAL : (A)(2)	-	-	-	-	-	-	-	-	
	Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	2,298,966	-	2,298,966	74.64	2,298,966	-	2,298,966	74.64	(0.00)
B	PUBLIC SHAREHOLDING									
1	Institutions									
a	Mutual Funds	-	-	-	-	-	-	-	-	-
b	Banks/FI	-	-	-	-	-	-	-	-	-
c	Central govt	-	-	-	-	-	-	-	-	-
d	State Govt.	-	-	-	-	-	-	-	-	-
e	Venture Capital Fund	-	-	-	-	-	-	-	-	-
f	Insurance Companies	-	-	-	-	-	-	-	-	-
g	FIIS	-	-	-	-	-	-	-	-	-
h	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i	Others (specify)	-	-	-	-	-	-	-	-	-
	SUB TOTAL : (B)(1)	-	-	-	-	-	-	-	-	-
2	*Non Institutions*									
a	Bodies Corporates									
i)	Indian	9,900	-	9,900	0.32	9,900	-	9,900	0.32	(0.00)
ii)	Overseas	-	-	-	-	-	-	-	-	-
b	Individuals									
i)	Individual shareholders holding nominal share capital upto Rs. 1 lakhs	74,837	34,258	109,095	3.54	73,781	34,258	108,039	3.51	(0.03)
ii)	Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	637,364	-	637,364	20.69	642,599		642,599	20.86	0.17
c	Others (specify)	-	-	-	-	-	-	-	-	-
	NRIs	25,675		25,675	0.77	20,480		20,480	0.67	(0.09)
	Qualified Foreign Investor									
	Custodian of Enemy Property									
	Foreign Nationals									
	Clearing Members	1,000		1,000	0.03	-		-	-	(0.03)
	Trusts									
	Foreign Bodies - D R									
	Foreign Portfolio Investors									
	NBFCs registered with RBI									
	Employee Trusts									
	Domestic Corporate Unclaimed Shares Account IEPF Authority									
	SUB TOTAL : (B)(2)	746,776	34,258	781,034	25	746,770	34,258	781,028	25	(0)
	Total Public Shareholding (B)= (B)(1)+(B)(2)	746,776	34,258	781,034	25.36	746,770	34,258	781,028	25.36	(0.00)
C	Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
	Grand Total : (A+B+C)	3,045,742	34,258	3,080,000	100.00	3,045,736	34,258	3,079,994	100.00	-

(ii) SHARE HOLDING OF PROMOTERS :

Sl No	Shareholders Name	Shareholding at the Beginning of the Year			Shareholding at the End of the Year			% change in share holding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged / Encumbered to Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / Encumbered to Total Shares	
1	BRD Developers And Builders Limited	1,871,816	60.77	-	1,871,816	60.77	-	-
2	William Verghese C C	100,600	3.27	-	100,600	3.27	-	-
3	Kochumathew C J	100,000	3.25	-	100,000	3.25	-	-
4	Appunon C K	60,150	1.95	-	60,150	1.95	-	-
5	Surendran C G	50,000	1.62	-	50,000	1.62	-	-
6	Antony P D	20,000	0.65	-	20,000	0.65	-	-
7	Torison P A	20,000	0.65	-	20,000	0.65	-	-
8	Jimson P A	20,000	0.65	-	20,000	0.65	-	-
9	Edison P A	20,000	0.65	-	20,000	0.65	-	-
10	Kochutheressia	20,000	0.65	-	20,000	0.65	-	-
11	Gigy Verghese P	16,400	0.53	-	16,400	0.53	-	-
	Total	2,298,566	74.64	-	2,298,566	74.64	-	-

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE) :

Sl No	Shareholders Name	Shareholding at the Beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	**BRD Developers And Builders Limited**				
	At the Beginning of the Year 01/04/2019	1,871,816	61	-	-
	At the End of the Year 31/03/2020	1,871,816	61	1,871,816	60.77
2	**Appunon C K**				
	At the Beginning of the Year 01/04/2019	60,150	1.95		
	At the End of the Year 31/03/2020	60,150	1.95	60,150	1.95
3	**William Verghese C C**				
	At the Beginning of the Year 01/04/2019	100,600	3.27	-	-
	At the End of the Year 31/03/2020	100,600	3.27	100,600	3.27
4	**Gigy Verghese P**				
	At the Beginning of the Year 01/04/2019	16,400	0.53		
	At the End of the Year 31/03/2020	16,400	0.53	16,400	0.53
5	**Antony P D**				
	At the Beginning of the Year 01/04/2019	20,000	0.65		
	At the End of the Year 31/03/2020	20,000	0.65	20,000	0.65
6	**Torison P A**				
	At the Beginning of the Year 01/04/2019	20,000	0.65		
	At the End of the Year 31/03/2020	20,000	0.65	20,000	0.65
7	**Surendran C G**				
	At the Beginning of the Year 01/04/2019	50,000	1.62		
	At the End of the Year 31/03/2020	50,000	1.62	50,000	1.62
8	**Jimson P A**				
	At the Beginning of the Year 01/04/2019	20,000	0.65		
	At the End of the Year 31/03/2020	20,000	0.65	20,000	0.65
9	**Edison P A**				
	At the Beginning of the Year 01/04/2019	20,000	0.65		
	At the End of the Year 31/03/2020	20,000	0.65	20,000	0.65
10	**Kochutheressia**				
	At the Beginning of the Year 01/04/2019	20,000	0.65		
	At the End of the Year 31/03/2020	20,000	0.65	20,000	0.65
11	**Kochumathew C J**				
	At the Beginning of the Year 01/04/2019	10,000	0.32		
	At the End of the Year 31/03/2020	10,000	0.32	10,000	0.32

(iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs) :**

Sl No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	**Thirumilath Vinayakumar ^**				
	At the Beginning of the Year 01/04/2019	62,375	2.03	-	-
	Transfer 31/12/2019	(1,069)	-	61,306	1.99
	Transfer 31/03/2020	(324)	-		
	At the End of the Year 31/03/2020			60,982	1.98
2	**Saruda Devi Agarwala***				
	At the Beginning of the Year 01/04/2019	149,000	4.84	-	-
	At the End of the Year 31/03/2020	149,000	4.84	149,000	4.84
3	**Anil Kumar Jain ***				
	At the Beginning of the Year 01/04/2019	10,200	0.33	-	-
	At the End of the Year 31/03/2020	10,200	0.33	10,200	0.33
4	**Anita Jain ***				
	At the Beginning of the Year 01/04/2019	10,000	0.32	-	-
	At the End of the Year 31/03/2020	10,000	0.32	10,000	0.32
5	**Gita Gupta ***				
	At the Beginning of the Year 01/04/2019	96,491	3.13	-	-
	At the End of the Year 31/03/2020	96,491	3.13	96,491	3.13
6	**Chandra Rekha Gupta***				
	At the Beginning of the Year 01/04/2019	72,219	2.34	-	-
	At the End of the Year 31/03/2020	72,219	2.34	72,219	2.34
7	**Srinandan Agarwalla ***				
	At the Beginning of the Year 01/04/2019	154,505	5.02	-	-
	Transfer: 31/12/2019	522	0.02		
	At the End of the Year 31/03/2020	153,983	5.00	153,983	5.00
8	**Geogy John ***				
	At the Beginning of the Year 01/04/2019	10,490	0.34	-	-
	At the End of the Year 31/03/2020	10,490	0.34	10,490	0.34
9	**Divya Kanda ***				
	At the Beginning of the Year 01/04/2019	26,222	0.85		
	Transfer:30/06/2019	5,139	0.17	31361	1.02
	Transfer:30/09/2019	100	-	31461	1.02
	Transfer:31/12/2019	1,253	-	32714	1.06
	At the End of the Year 31/03/2020	40	-	32754	1.06
10	**Sejo VadakkootiThomas ***				
	At the Beginning of the Year 01/04/2019	10,000	0.32	-	-
	At the End of the Year 31/03/2020	10,000	0.32	10,000	0.32
11	**Rashmi Basak**				
	At the Beginning of the Year 01/04/2019	76,886	2.50	-	-
	At the End of the Year 31/03/2020	76,886	2.50	76,886	2.50

* Not in the list of Top 10 shareholders as on 01/04/2019 The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2020

^ Ceased to be in the list of Top 10 shareholders as on 31/03/2020. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2019

(v) **Shareholding of Directors & KMP :**

Sl No	For Each of the Directors & KMP	Shareholding at the begining of the year		Cumulative Shareholding during the year	
		No.of shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
	Kochumathew C.J				
	At the Beginning of the Year	100,000	3	-	-
	At the End of the Year			100,000	3

V INDEBTEDNESS :

Indebtedness of the Company including interest outstanding/accrued but not due for payment-NIL

Sl No.	Particulars	Secured Loans excluding Deposits		Unsecured Loans	Deposits	Total Indebtedness
	Indebtness at the beginning of the financial year					
i	Principal Amount	-		-	-	-
ii	Interest due but not paid	-		-	-	-
iii	Interest accrued but not due	-		-	-	-
	Total (i+ii+iii)	-		-	-	-
	Change in Indebtedness during the financial year					
	Additions	-		-	-	-
	Reduction	-		-	-	-
	Net Change	-		-	-	-
	Indebtedness at the end of the financial year					
i	Principal Amount	-		-	-	-
ii	Interest due but not paid	-		-	-	-
iii	Interest accrued but not due	-		-	-	-
	Total (i+ii+iii)	-		-	-	-

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

A. *Remuneration to Managing Director, Whole time director and/or Manager :*

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
		Kochumathew CJ Joseph(MD)		
1	**Gross salary**			
a	Salary as per provisions contained in section 17(1) of the Income Tax, 1961.	50,000		50,000
b	Value of perquisites u/s 17(2) of the Income tax Act, 1961	-		-
c	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-		-
2	Stock option	-		-
3	Sweat Equity	-		-
4	*Commission :*			
a	as % of profit	-		-
b	others (specify)	-		-
5	Others, please specify	-		-
	Total (A)	**50,000**		**50,000**

C. *Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD :*

Sl.No	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	Company Secretary	CFO	
			Anni Jain		
1	**Gross Salary**				
a	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	101,000	-	101,000
b	Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
c	Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission :				
a	as % of profit	-	-	-	-
b	others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	**101,000**	-	**101,000**

Note1. Puja Seth , Company Secretary of the company has resigned from the company w.e.f December 01, 2019 has received the salary of Rs 20000 per month.

Note2. Pankaj Kumar Kanodia , Managing Director of the company has resigned from the Board w.e.f September 30, 2019 has received the salary of Rs 11250 per month.

Note 3. Mrs .Kochuthresia, Non - Executive Director of the Company had resigned from the Board w.e.f May 14, 2019 had received Rs. 1600 sitting fees for attending Board Meeting during the F.Y 2018-19

Note 4. Mr. Sunny Mathew, Non-Executive Director of the Company appointed w.e.f May 14, 2019 during the F.Y 2018-19

Note 5. Mrs. Liji Jomy Thalakottoor, Non-Executive Director of the Company appointed w.e.f May 14, 2019 during the F.Y 2018-19

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES : NIL

Sl.No	Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
A	**COMPANY**					
	Penalty	-	-	-	-	-
	Punishment	-	-	-	-	-
	Compounding	-	-	-	-	-
B	**DIRECTORS**					
	Penalty	-	-	-	-	-
	Punishment	-	-	-	-	-
	Compounding	-	-	-	-	-
C	**OTHER OFFICERS IN DEFAULT**					
	Penalty	-	-	-	-	-
	Punishment	-	-	-	-	-
	Compounding	-	-	-	-	-

By Order of the Board

For **Rajputana Investment & Finance Limited**

	Sd/-	Sd/-
	Kochumathew C J	**Bahuleyan Raman Nalupurakkal**
Place : Kolkata	**(Managing Director & CFO)**	**(Director)**
Date : December 03, 2020	**DIN : 02685057**	**DIN : 00297057**

CORPORATE GOVERANCE REPORT

STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Directors present the Company's Report on Corporate Governance as per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with Stock Exchanges.

Corporate Governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency, and fairness in all transactions in the widest sense. The objective is to meet stakeholders' aspirations and societal expectations. Good governance practices stem from the dynamic culture and positive mindset of the organization. The essence of Corporate Governance lies in promoting and maintaining integrity, transparency, and accountability in the management's higher echelons. The demands of Corporate Governance require professionals to raise their competence and capability levels to meet the expectations in managing the enterprise and its resources effectively with the highest standards of ethics. It has thus become crucial to foster and sustain a culture that integrates all components of good governance by carefully balancing the complex inter-relationship among the Board of Directors.

BEST CORPORATE GOVERNANCE PRACTICES

Rajputana Investment& Finance Limited maintains the highest standards of Corporate Governance. It is the Company's constant endeavor to adopt the best Corporate Governance practices keeping in view the international codes of Corporate Governance and practices of well-known global companies. Some of the best implemented global governance norms include the following:

- The Company has a designated Lead Independent Director with a defined role.
- All securities related filings with Stock Exchanges and SEBI are reviewed every quarter by the Company's Stakeholders' Relationship Committee of Directors.
- The Company has independent Board Committees for matters related to Corporate Governance and stakeholders' interface and nomination of Board members.
- The Company's internal audit is also conducted by independent auditors.
- The Company also undergoes quarterly secretarial audit conducted by an independent Company secretary who is in whole-time practice. The quarterly secretarial audit reports are placed before the Board and the annual secretarial audit report placed before the Board, is included in the Annual Report.

BOARD OF DIRECTORS

Board Composition and Category of Directors:

The Composition of the Board of Directors of the Company from April 01, 2019 to March 31, 2020 was:

Sl.No.	Name of the Director	Designation	Category
1.	Shri Pankaj Kumar Kanodia	Managing Director	Executive Director
2.	Shri.Kochumathew Chowailoor Joseph	Director	Executive Director & CFO
3.	Smt. Liji Jimmy Thalakkottoor	Director	Non- Executive & Independent Director
4.	Shri Nalupurakkal Raman Bahuleyan	Director	Non- Executive & Independent Director
5.	Shri. Sunny Mathew	Director	Non- Executive & Independent Director
6	Shri Mathew Jose	Director	Non- Executive & Independent Director
7	Shri Chanayll Surendran Gopalan	Director	Executive Director
8	Shri Cheruvathoor Kuriappan Appumon	Director	Executive Director

9	Shri William Varghese Chungath Cheru	Director	Executive Director
10	Smt. Kochuthressia	Director	Non- Executive & Independent Director

- Shri.Kochumathew Chowailoor Joseph (Din: 02685057) has been appointed as an CFO(KMP) w.e.f September 30, 2019. and at the Annual General Meeting held on September 30 2019 the members of the Company appointed Mr. Kochumathew Chowailoor Joseph (Din: 02685057) as a CFO(KMP) for a terms of years of five years till the conclusion of Annual General Meeting to be held on the financial year 2023-24

- Shri. Sunny Mathew (Din: 08389552) has been appointed as a Additional Non- Executive Independent Director w.e.f May 14, 2019.

- Smt. Liji Jmmy Thalakkottoor (Din: 08448618) has been appointed as a Additional Non- Executive Independent Director w.e.f May 14, 2019.

- Shri. Chanayil Surendran Gopalan (Din: 00074631) as an Executive Independent Director has been appointed at the Board on July 31, 2018 and has resigned from the Board w.e.f May 14, 2019.

- Shri. Cheruvathoor Kuriappan Appumon (Din: 00135500) as an Executive Independent Director has been appointed at the Board on July 31, 2018 and has resigned from the Board w.e.f May 14, 2019.

- Shri. William Varghese Chungath Cheru (Din: 00074708) as an Executive Independent Director has been appointed at the Board on July 31, 2018 and has resigned from the Board w.e.f May 14, 2019.

- Smt. Kochuthressia (Din: 08219202) has been appointed at the Board on October 30, 2018 as a Non - Executive Independent Director and has resigned from the Board w.e.f May 14, 2019.

- Shri. Pankaj Kumar Kanodia (Din: 07020952) has been appointed at the Board on December 01, 2019 as a - Executive Director and has resigned from the Board w.e.f September 30, 2019.

The functioning of the Management is under the overall superintendence of the Board of Directors which provides strategic direction to cater to the exigencies of the Company's objectives and practices of governance by way of formulating or approving policies and procedures.

The agenda of the meeting are circulated well in advance to the Board members by comprehensive background information to enable them to take informed decisions. In addition to the information required under the Listing Regulations, the Board is also kept informed of major events/items and approvals are taken wherever necessary.

Attendance of Directors at Board Meeting, Last Annual General Meeting (AGM) & number of other Directorship and Chairmanship/Memberships of Committees of each Director in various Companies as on March 31, 2020.

Ten Board Meetings were held during the period 01.04.2019 to 31.03.2020. The dates on which the Board Meetings were held are as follows:

03 April,2019	14, May, 2019	30, May, 2019
12, August, 2019	02, September, 2019	14, November, 2019
03, December,2019	21, December, 2019	30, December, 2019
14, February, 2020		

Sl.No.	Name of the Director	Board Meeting Attended Board Meeting Attended	Attended last AGM held on 30-09-2019 at NPG Hotel	No. of Directorship in other Companies		No. of Membership in Committees of Directors in other companies
				Chairman	Director	
1.	Shri Pankaj Kumar Kanodia	5	Yes	-	-	-
2.	Shri Kochumathew CJ Joseph	10	Yes	-	4	-

3.	Smt.Liji Jimmy.T	8	No	-	1	-
4.	Shri Nalupurakkal Raman Bahuleyan	10	Yes	-	-	
5.	Shri. Sunny Mathew	8	Yes	-	4	-
6.	Shri. Mathew Jose	10	Yes	-	11	-
7.	Shri Chanayll Surendran Gopalan	2	No	-	-	
8.	Shri Cheruvathoor Kuriappan Appumon	2	No	-	-	
9	Smt. Kochuthressia	2	No			
10	Shri. William Varghese Chungath Cheru	2	No	-	-	

- No resolution is being passed through Postal Ballot during this financial year.
- None of the Whole-time Directors are acting as Independent Directors in more than three listed companies. Besides, Independent Directors have been familiarized with their roles, rights, and responsibilities through programmes undertaken in this regard.
- None of the Directors hold directorship in more than 20 companies including 10 public companies and private companies which are subsidiary or holding of public companies or is a Member of more than 10 Board-level Committees or Chairman of more than 5 such Committees as specified in SEBI (Listing Obligations & Disclosure Requirements) regulations, 2015, across all the companies in which he-she is a director.
- None of the non-whole-time Directors is acting as Independent Director is more than seven listed companies.
- None of the executive Director and non-executive Director holds any share of the Company. The Company has not issued any convertible instruments.

CODE OF CONDUCT

The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the employees and Non-executive Directors including Independent Directors. The Code is applicable to Non-executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law. The Code reflects the values of the Company viz. - Customer Value, Ownership Mind-set, Respect, Integrity, One Team and Excellence.

A copy of the Code has been put on the Company's website www.rajputanainvestment.com. The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually.

BOARD PROCEDURE

A tentative annual calendar of Board and committee Meeting is agreed upon at the beginning of the year. Additional Meetings are held, whenever necessary.

The agenda and notes on agenda are circulated to the Board Members in advance for facilitating meaningful and focused discussion at the Board Meeting. The Board Members, in consultation with the chairman may bring up any matter for consideration of the Board.

The Board periodically reviews compliance report of all laws applicable to the Company. Steps are taken by the Company to rectify or comply the instances of non-compliance, if any noticed.

ROLE OF THE COMPANY SECRETARY IN OVERALL GOVERNANCE PROCESS

The Company Secretary plays a key role in ensuring that the Board (including committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the Meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide

guidance to Directors and to facilitate convening of Meetings. He interfaces between the management and regulatory authorities for governance matters.

BOARD COMMITTEES

The Board Committees have been constituted to review/deal with specific areas and activities, the relevant Committee is meant for. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles including roles mandated under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 which are to performed by members of the Committees' as part of good governance practice. The minutes of the meetings of all the Committees are placed before the Board for review. The Company Secretary acts as a Secretary of all the Committees.

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has three committees i.e. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of Meetings held during the financial year and the related attendance, are provided below:

AUDIT COMMITTEE

The composition, powers, role and terms of reference of the Audit Committee are in accordance with the requirements Mandated Under Section 177 of the Companies Act, 2013 read with the rules made thereunder and Regulation 18 and 21 read with Part C of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The major tasks performed by the Audit Committee may be grouped under the following heads :

Statutory Audit, Internal Audit, Reporting and other aspects

- ✓ The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process The Committee acts as a link between the Management, Auditors and the Board of Directors of the Company and has full access to the financial Information.
- ✓ Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient, and credible and ensuring timely submission to statutory authorities.
- ✓ Reviewing the Management Discussion & Analysis of financial and operational performance.
- ✓ Review the adequacy and effectiveness of the Company's system and internal control.
- ✓ To review the functioning of the Whistle Blower mechanism.

Roles of the Audit Committee

- ✓ Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and internal Auditors considering their independence and effectiveness and their replacement and removal.
- ✓ To recommend to the Board the remuneration of the Statutory Auditors and internal auditors
- ✓ Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- ✓ Discussion with internal auditors of any significant findings and follow up there on.
- ✓ Changes, if any, in accounting policies and practices and reasons for the same:

Powers of the Audit Committee

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Meeting Details

During the year the Committee had 4 Meetings i.e. on 30, May,2019, 12, August 2019; 13th November, 2019; & 13th February, 2020.

Composition, Name of Members and Attendance during the Year

Sl.No	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
1.	Shri Mathew Jose	Non-Executive & Independent Director	Chairman	4	4
2.	Shri Pankaj Kumar Kanodia	Managing Director	Member	4	2
3.	Shri Bahuleyan Raman Nalupurakkal	Non-Executive & Independent Director	Member	4	4
4.	Shri Kochumathew CJ Joseph	CFO & Managing Director	Member	4	4

- Shri. Sunny Mathew, (Din:07920553), Additional Non-Executive Independent Director is being appointed on the Board on May 14, 2019.
- Shri. Pankaj Kumar Kanodia, (Din: 07020952), has been appointed as Executive Director on December 01, 2014 has resigned from the Board w.e.f September 30, 2019.
- The Chairman of the Audit Committee is an Independent Director and the Secretary of the Company acts as the Secretary to the Committee. Executives from different departments and Representative of Statutory Auditors/ Internal Auditors are invited to attend the Audit Committee Meeting where their reports are discussed.
- At the Annual General Meeting of the Company held on September 30, 2019, Shri Mathew Jose the Chairman of the Audit Committee was present.
- The Managing Directors, Chief Financial Officer and the Auditors of the Company also attended the Meetings of the Committees.
- All the Members of the Committee are financially literate and have financial management expertise.
- The Company Secretary of the Company is the Secretary to the Committee.
- The maximum gap between any two Meetings of the Audit Committee held during the year was not more than one hundred and twenty days complying with the Companies Act, 2013 and provisions of SEBI (LODR) regulations, 2015.

Internal Audit & Control :

M/s. V.K. Singhania & Associates, Chartered Accountants have conducted the Internal Audit for the period April 01, 2019 to September 30, 2019 and October 01, 2019 to March 31, 2020. The internal audit plan was approved by the Audit Committee. The reports and findings of the internal Auditor and the internal control system are periodically reviewed by the Audit Committee.

NOMINATION AND REMUNERATION COMMITTEE

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of the SEBI (LODR) Regulations, 2015.

The Terms of Reference of the Committee are as follows

- ✓ Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, key managerial personnel, and other employees;
- ✓ Formulation of criteria for evaluation of Independent Directors and the Board;
- ✓ Devising a policy on Board diversity;
- ✓ Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal. The remuneration policy as adopted by the Company envisages payment of remuneration according to qualification, experience, and performance at different levels of the organization. The workers at the factory as well as those rendering clericals, administrative and

  Professional services are suitably remunerated according to the industry.
- ✓ To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment, or modification, as may be applicable;
- ✓ Perform such other functions as may be necessary or appropriate for the performance of its duties

Meeting Details

During the year, the Committee had one Meeting i.e. on 14, May,2019

Composition, Name of Members and Attendance during the Year

Sl.No	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
1.	Smt. Kochuthressia	Non-Executive & Independent Director	Chairman	1	1
2.	Shri Bahuleyan Raman Nalupurakkal	Bahuleyan Raman Nalupurakkal	Member	1	1
3.	Shri Mathew Jose	Non-Executive & Independent Director	Member	1	1

- The Company Secretary of the Company is the Secretary to the Committee.
- Shri.Kochumathew Chowailoor Joseph (Din: 02685057) has been appointed as an CFO(KMP) w.e.f September 30, 2019. and at the Annual General Meeting held on September 30 2019 the members of the Company appointed Mr. Kochumathew Chowailoor Joseph (Din: 02685057) as a CFO(KMP) for a terms of years of five years till the conclusion of Annual General Meeting to be held on the financial year 2023-24
- Shri. Sunny Mathew (Din: 08389552) has been appointed as a Additional Non- Executive Independent Director w.e.f May 14, 2019.
- Smt. Liji Jmmy Thalakkottoor (Din: 08448618) has been appointed as a Additional Non- Executive Independent Director w.e.f May 14, 2019.

Performance Evaluation of Directors

In compliance with the provisions of the Listing Regulations, 2015 the Nomination and Remuneration Committee on the basis of the Board Evaluation Policy and framework adopted by the Board contemplated by the evaluation process of the Independent Directors Evaluation criteria formulated for the Independent Directors are broadly based on :

- Leadership & stewardship abilities
- Contributing to clearly defined corporate objectives and plans
- Performance of duties and level of insight.
- Professional conduct and independence; and
- Qualification, experience, and past track records.

Remuneration Policy

The success of the organization in achieving good performance and good governing practices depends on its ability to attract and retain individuals with requisite knowledge and excellence as executive and non-executive Directors.

The Nomination &Remuneration policy of the Company is attached as **Annexure-VI** to the Board's Report. The Policy is available on the website of the Company at www.anubhavinfrastructure.com.

Details of Remuneration to all Directors:

The details of remuneration paid to the Directors within the meaning of Section 197 of the Companies Act, 2013 for the year ended March 31, 2018 is given in MGT-9 which forms part of this Annual Report.
None of the Independent Directors are holding shares of the Company.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 2015 read with Part D of Schedule II of SEBI (LODR) Regulations, 2015.

The Committee looks into Share transfer, reviews shareholders'/investors' complaints and resolution thereof.

The Committee performs following Functions :

- ✓ Transfer/Transmission of shares.
- ✓ Issue of Duplicate Share Certificates.
- ✓ Review of Share dematerialization and re-materialization.
- ✓ Monitoring the expeditious Redressal of Investor Grievances.
- ✓ Monitoring the performance of Company's Registrar & Transfer Agent.

- ✓ All other matters related to the shares.

Meeting Details

During the year, the Committee had 1 Meetings i.e. on 03, April 2020.

Composition, Name of Members and Attendance during the Year

Sl. No.	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
1.	Shri Mathew Jose	Non-Executive & Independent Director	Chairman	1	1
2.	Shri Chanayil Surendran Gopalan	Executive Director	Member	1	1
3.	Shri Bahuleyan Raman Nalupurakkal	Non-Executive & Independent Director	Member	1	1
4	Smt. Kochuthressia	Non-Executive & Independent Director	Member	1	1

- The Company Secretary of the Company is the Secretary to the Committee.

- **Detail of Complaints:**
- No. of shareholders' complaints pending as on April 01, 2019: Nil
- No. of shareholders' complaints received during the Year: Nil
- No. of shareholders' complaints redressed during the Year: Nil
- No. of shareholders' complaints pending as on March 31, 2020: Nil

The Company has generally attended to the investors' grievances. Shareholders' request for transfer/ transmission of equity shares were affected within 15 days from the date of receipt. There were no valid transfers pending for registration as of March 31, 2020.

- The Company obtains half yearly certificate from a Company Secretary in Practice confirming the issue of certificates for transfer, sub-division, consolidation etc., and submits a copy thereof to the Stock Exchanges in terms of Regulation 40 (9) of SEBI (LODR) Regulations, 2015. Further, the Compliance Certificate under Regulation 7 (3) of the SEBI (LODR) Regulations, 2015 confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent registered with the Board is also submitted to the Stock Exchange on a half year basis.

INDEPENDENT DIRECTORS MEETING

During the financial year ended March 31, 2020, no separate Meeting of the Independent Directors, due to the Covid 19 Pandemic outbreak:

Familiarization Programme :

The Company at its various meetings held during the financial year 2019-20 had familiarized the Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business models of the Company etc. The Independent Directors have been provided with necessary documents, reports and internal policies to familiarize them with the Company's policies, procedures and practices.

PROCEDURE AT COMMITTEE MEETINGS

The Company's guidelines relating to Board Meetings are applicable to Committee Meetings as far as practicable. Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers

appropriate to assist in its function. Minutes of proceedings of Committee Meetings are circulated to the Directors and placed before Board Meetings for noting.

RECORDING MINUTES OF PROCEEDINGS AT BOARD AND COMMITTEE MEETINGS

The Company Secretary records minutes of proceedings of each Board and Committee Meeting. Draft minutes are circulated to Board/ Board Committee members for their comments. The minutes are entered in the Minutes Book within 30 days from the conclusion of the Meeting.

COMPLIANCE

The Company Secretary, while preparing the agenda, notes on agenda and minutes of the Meeting(s), is responsible for and is required to ensure adherence to all applicable laws and regulations, including the Companies Act, 1956/ Companies Act, 2013 read with rules issued thereunder, as applicable and the Secretarial Standards recommended by the Institute of Company Secretaries of India.

WHISTLE BLOWER POLICY

The Company has implemented Whistle Blower Policy by way of forming vigil Mechanism headed by the chairman of the Audit Committee as required under section 177 of the Companies Act, 2013 as per the provisions of the Companies Act, 2013 and Regulation 27 of SEBI (LODR) Regulations, 2015 which provides a channel to the employees and Directors to report to the management, concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or policy. The said policy may be referred to, at the Company's Website www.rajputanainvestment.com

BSE CORPORATE COMPLIANCE & LISTING CENTRE (THE LISTING CENTRE) :

BSE Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, among others are also filed electronically on the Listing Centre.

ANNUAL REPORT :

The Annual Report containing, inter alia, Audited Financial Statement, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report.

RELATED PARTY TRANSACTIONS

There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website www.rajputanainvestment.com

DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of the financial statement, the company has followed the Accounting Standards referred to in Section 133 of the Companies act 2013. The significant accounting policies which are consistently applied are set out in the notes to the Financial statements.

The Company has no subsidiary and hence there is no need to frame any policy for determining "material Subsidiary".

RISK MANAGEMENT

The Company has been addressing various risk impacting the Company and the policy of the Company on risk management is provided in the website www.rajputanainvestment.com.

SEBI PREVENTION OF INSIDER TRADING

The Board has in place a code of conduct in accordance with the provisions of SEBI (Prohibition of insider Trading) Regulations, 2015. The code, besides other relevant matters, prohibits an insider from dealing in the shares of the Company while in possession of unpublished price sensitive information in relation to the Company. All Directors, Senior Management Personnel, Key Managerial Personnel and other employees having access to price sensitive information are governed by this code.

During the time of declaration of Results and other material events, the trading window is closed as per the code. There have been no violation on this front.

SHARE TRANSFER SYSTEM

Share Transfer / De-materlisation / Re-materlisaiton are handled by professionally managed Registrar and Transfer Agents, appointed by the Company in terms of SEBI's direction for appointment of Common Agency for physical as well as demat shares. Share transfers in physical form are registered and returned within a period of 13-15 days from the date of receipt in case documents are complete in all respects. The Share Transfer & Shareholders' / Investors' Grievance Committee meets at least every fortnight. A Certificate is being obtained from Company Secretary in Practice of half yearly Certificate of Compliance with the Share Transfer formalities and files a Certificate with BSE Limited. The share transfer process is reviewed by the said Committee.

Certificate of compliance under Regulation 40(10) of the Listing Regulations are filed with Stock Exchanges on half yearly basis.

DISCLOSURES

The Company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

Compliances, Rules & regulations as laid down by various statutory authorities has always been observed by the Company since such change over both in letter as well as in spirit.

The Board has obtained certificates/disclosures from key management personnel confirming they do not have any material financial and commercial interest in transactions with the Company at large.

- Details of Non-compliance by the Companies, penalties and strictures imposed on the Company by Stock Exchange or Securities & Exchange Board of India or any statutory authority, on any matter related to capital markets, during the last three years: **None.**

- Public, Rights and Other Issues: **None.**

- Management & Discussion Analysis : This forms part of Directors' Report.

- Compliance Reports : The Board has noted and reviewed the compliance Reports from all functions pertaining to the respective laws applicable to them, which were placed before the Board at its meetings every quarter during the year under review.

- Code of Conduct: The Company has laid down a Code of Conduct for the members of the Board as well as for all employees of the Company. The Code has also been posted on the Company's website www.rajputanainvestment.com.

GENERAL BODY MEETING

The details of last three Annual General Meeting of the Company held are given below :

Financial Year	Location of the Meeting	Date	Time
2016 - 2017	1/A Fakir Dey Lane, 1st floor, Bowbazar, Kolkata – 700 012	21/07/2017	11:00 A.M
2017-2018	"Hotel Orion West Willows", 2 West Range, Near Tata Motor Lexus Showroom, Beck Bagan, Kolkata – 700 017	29/09/2018	12.30 P.M
2018-2019	"NPG HOTEL", 43/4, New Town Road, Chinar Park, Kolkata – 700 157	30/09/2019	12.30 P.M

- Special Resolutions were passed last year through Postal Ballot: No.
- Whether any Special Resolution is proposed to be passed through Postal Ballot this year: Currently, there is no proposal to pass any Special Resolution through Postal Ballot.

CEO/CFO CERTIFICATION

Shri Kochumathew Chowlialoor Joseph, Managing Director & Ms Annu Jain, Company Secretary have provided Compliance Certificate to the Board in accordance with Regulation 17 (8) read with Part B of Schedule II of SEBI (LODR) Regulations, 2015 for the financial year ended March 31, 2020.

MEANS OF COMMUNICATION

Quarterly, Half-yearly and Annual Results :

Quarterly, Half –yearly and Annual Financial Results as per the statutory requirement under Regulation 33 & 47 of the SEBI (LODR) Regulations, 2015 are published in the newspaper within the stipulated time as per the regulations of the Company. The financial results are also filed electronically withThe Bombay Stock Exchange Limited and are also being sent to The Calcutta Stock Exchange Limited.

The results of the Company are also made available on the Company's website i.e. www.rajputanainvestment.com and on the official website of The Bombay Stock Exchange Ltd. (www.bseindia.com).

The Shareholding Pattern and Compliance Report on Corporate Governance as per SEBI (LODR) Regulations, 2015 are filed electronically with the BSE Limited and investor complaints are redressed through SEBI Complaints Redress System (SCORES).

Annual Report in respect of each financial year are mailed to all shareholders in August/September of each calendar year. Each Report contains the annual accounts of the Company in respect of the financial year with the Directors' and Auditors' Reports. Also included in each Annual Report the Notice convening the Annual General Meeting, the financial year's Corporate Governance Report and the cash flow statement together with the corresponding reports of the auditors.

REGISTRARS AND SHARE TRANSFER AGENTS :

Shareholders may contact the Company's Registrar and Share Transfer Agent (for both physical and demat segments) at the following address for any assistance regarding dematerialization of shares, share transfers, transmission, change of address, non-receipt of annual report and any other query relating to the shares of the Company:

Maheshwari Datamatics Private Limited

23 R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001
Telephone No: (033) 2243-5809 / 2248-2248
E- mail:mdpldc@yahoo.com

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant.

- Dematerialization of Shares: The Company's shares are available for dematerialization with the depository Central Depository Services (India) Limited (CDSL). As on March 31, 2020, 18,13,232/- equity shares representing 58.87% and 12,32,510/- equity shares representing 40.02 % of the total paid up share capital were held in dematerialized form with CDSL and NSDL.

- Outstanding GDRs / ADRs / warrants or any convertible instruments, conversion dates and likely impact on equity: Not applicable.

NAME, DESIGNATION AND ADDRESS OF COMPLIANCE OFFICER

Miss Annu Jain
Company Secretary and Compliance officer

Flat No. 601, 6th Floor,

Nanda Tower 90, Phears Lane

Kolkata 700012

E-mail:- info@rajputanainvestment.com

Notes :

The Company has designated an E-mail ID exclusively for registering complaints by investors and investors can reach the Company at info@rajputanainvestment.com.

GENERAL SHAREHOLDING INFORMATION

Annual General Meeting	28-12-2020
Financial year	31.03.2020
Book Closure Date	22.12.2020 to 27.12-2020
Registered Office	Flat No. 601, 6th Floor, Nanda Tower 90, Phears Lane Kolkata 700012
Equity Shares Listed on BSE	13-04-2015
Equity Shares Listed on CSE	31-12-1969
Scrip ID/Code OF BSE/CSE	539090/ 28089
ISIN Number	INE751R01014
Stock Exchanges where securities are listed.	**Bombay Stock Exchange Limited (BSE)** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 **The Calcutta Stock Exchange Limited (CSE)** 7, Lyons Range, Kolkata – 700 001

- ✓ The Annual listing fees for equity shares has been paid to the aforesaid Stock Exchanges for the financial year 2019-2020

COMPANY'S CORPORATE WEBSITE

The Company's website is a comprehensive reference on Rajputana Investment & Finance Limited. Corporate Information, Projects and Financials, Board of Directors, Shareholding Pattern and Corporate Governance. The Section on 'Investor Information' serves to inform the shareholders, by giving complete financial details, shareholding patterns. Corporate benefits, information relating to Registrar & Transfer agents and the Compliance Officer etc.

POSTAL BALLOT

During the year under review, no resolution was passed through Postal Ballot.

SPECIAL RESOLUTION

At the forthcoming Annual general Meeting, there is no resolution proposed to be approved by Shareholders.

GREEN INITIATIVE IN THE CORPORATE GOVERNANCE

As part of the green initiative process, the Company has taken an initiative of sending documents like notice of calling Annual General Meeting, Corporate Governance, Directors Report, Audited Financial Statements, Auditors Report etc., by email. Physical copies are sent only to those shareholders whose email addresses are not registered with the Company. Shareholders are requested to register their email id with Registrar and Share Transfer Agent/concerned depository.

FINANCIAL CALENDAR (TENTATIVE AND SUBJECT TO CHANGE)

The Financial Year of the Company is April to March.

Particulars	**Tentative Period 1st April, 2019 to 31st March, 2020**
Financial reporting for the quarter ending June 30, 2019	Within 45 days of the end of Quarter.
Financial reporting for the quarter ending September 30, 2019	
Financial reporting for the quarter ending December 31, 2019	
Financial reporting for the quarter ending March 31, 2020	Within 60 days of end of Quarter
Annual General Meeting for the year ending 31st March, 2019	Last week of September 2019

DISTRIBUTION OF SHAREHOLDINGS AS ON MARCH 31, 2020

Number Of Equity Shareholdings	No. of Share Holders	Percentage of Shareholders (%)	Number of Shares	Percentage of Shares (%)
UPTO 5000	567	91.7476	85380	0.2772
5001 to 10000	8	1.2945	72010	0.2338
10001 to 20000	3	0.4854	50650	0.1644
20001 to 30000	9	1.4563	255460	0.8294
30001 to 40000	4	0.6472	132180	0.4292
40001 to 50000	2	0.3236	89850	0.2917
50001 to 100000	5	0.8091	488540	1.5862
Above 100000	20	3.2362	29625930	96.1881
TOTAL	**618**	**100.00**	**3080000**	**100.00**

SHAREHOLDING PATTERN (CATEGORY WISE) AS ON 31ST MARCH 2020

Category	No. of Shares	Percentage (%)
Promoters Group	427150	13.89
Bodies Corporate	1871816	60.76
Market Makers	-	-
Individuals	781032	25.35
Mutual Funds and UTI	-	-
Venture Capital Funds	-	-
NRIs / OCBs	2	0.00
TOTAL	30,80,000	100.00

DEMATERILISATION OF SHARES

Percentage of Shares in:

Physical Form: 34258
Electronic From in NSDL: 523080
Electronic From in CDSL: 2522662

RECONCILATION OF SHARE CAPITAL AUDIT

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Securities Depository Limited (CDSL) and the total issued and paid-up capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges and is placed before the Board of Directors of the Company. The audit, inter-alia, confirms that the total issued and paid up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL & CDSL and total number of shares in physical form.

SEBI COMPLAINTS REDRESSAL SYSTEM (SCORES) :

SEBI has initiated SCORES for processing the investor complaints in a centralized web-based redress system and online redressal of all the shareholders complaints. The Company follows the SCORES a redressed the shareholders complaints well within the stipulated time

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

As provided under Regulation 15(2)of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the compliance with Corporate Governance as specified in Regulation 17 to 27, 46(2)(b) to (i) & Para c, d & e of Schedule V are not applicable to the company as paid up share capital doesn't exceed Rs 10Crore.

INVESTORS' CORRESPONDENCE

The Shareholders can contact the Company for Secretarial matters Flat No. 601, 6th Floor, Nanda Tower 90, Phears Lane Kolkata-700012.

CORPORATE IDENTITY NUMBER (CIN) :

CIN of the Company as allotted by the Ministry of Corporate Affairs, Government of India is L65929WB1941PLC010731.

INFORMATION FLOW TO THE BOARD MEMBERS

Information is provided to the Board Members on a continuous basis for their information, review, inputs and approval from time to time. The quarterly Financial Statements are first presented to the Audit Committee and Risk Management Committee for its review approval and subsequent recommendation to the Board of Directors for their approval. All the relevant information to Directors is submitted along with the agenda papers well in advance of the Board and Committee Meetings.

ADOPTION, COMPLIANCE AND NON-ADOPTION OF NON-MANDATORY REQUIREMENTS

- The Board:
  The Company defrays expenses of the Non-Executive Chairman's office incurred in the performance of his duties.

- Shareholder Rights:
  The Company's quarterly and half yearly results are published in the newspaper and also uploaded on its website www.rajputanainvestment.com. However, the Company furnishes the quarterly and half-yearly results on receipt of a request from the Shareholders.

- Audit Qualifications:
  There are no qualifications in the Independent Auditor's Report on the financial statements for the financial year 2017-18.

- Reporting of Internal Auditors:
  The Internal Auditors report directly to the Audit Committee and Risk Management Committee.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a code of conduct for its employees including the Managing Director, Whole-time/ Executive Directors, Non-Executive Directors, and Independent Directors. The code is available on the Company's Website.

I confirm that the company has in respect of the year ended March 31, 2020, received from the Senior Management Team of the Company and the Members of the Board a declaration of Compliance with the code of conduct as applicable to them.

For the purpose of this declaration, Senior Management Teams means the Chief Executive Officer Chief Financial Officer, and the Company Secretary.

For Rajputana Investment & Finance Limited

Sd/-
Kochumathew Chowailoor Joseph
Managing Director
Din: 02685057

Sd/-
Bahuleyan Raman Nalupurakkal
Director
Din: 00297057

Place: Kolkata
Date: December 03, 2020

MANAGEMENT DISCUSSION & ANALYSIS REPORT

The purpose of this discussion is to provide an understanding of financial statements and a composite summary of performance of our business.

Management Discussion and Analysis (MDA) is structured as follows:

- Overview
- Business Overview
- Financial Industry Overview
- Financial and Operational Performance
- Internal Control Systems and adequacy
- Material Development in Human Resources
- Business Strengths
- Risks and Concerns
- Cautionary Statements

OVERVIEW :

Our Company Rajputana Investment & Finance Limited was incorporated on September 22, 1941 under the Indian Companies Act, 1913 as a Public Limited Company and received Certificate for Commencement of Business on September 23, 1941 in the State of West Bengal. The Corporate Identification Number (CIN) of the Company is L65929WB1941PLC010731. The Authorized Capital of the Company is Rs. 31,000,000/- (Rupees Three Crore Ten Lakhs only) and Paid-up Capital is Rs. 30,800,000/-(Rupees Three Crore Eight Lakhs only).

BUSINESS OVERVIEW:

Our Company deals with and invest the surplus funds of the Company or in its custody in such manner and in such securities as shall from time to time be thought necessary for the benefit of the Company.

FINANCIAL INDUSTRY OVERVIEW:

The company is into investing, acquiring and holding shares, stocks, debentures, debenture stocks, bonds, warrants, obligations/and/or other securities issued or guaranteed by any company constituted or carrying on business in India and/or by any Government, state, public body-or authority. The Company is also engaged in the business of financing, assisting, helping, supporting, promoting companies, firms, businesses, associations, concerns, corporations, partnership, individual or organization in the setting up, running, working, functioning, managing, conducting, operating of any commerce, industry, trade, business, profession etc. through loans and advances .Our company has invested Rs 1.5 crores of the surplus money in the Non- Convertible Debentures dated 07-01-2020 from which the company is earning an monthly interest @16%. The company revenue is increased as compared to last year.

FINANCIAL AND OPERATIONAL PERFORMANCE:

S.No.	Particulars	Year Ended 31st March, 2020	Year Ended 31st March, 2019
1	Total Revenue	18,67,993	16,19,271
2	Profit/(Loss) before Taxation	2,35,103	2,56,802
3	Less: Tax Expense	60,791	49,410
4	**Profit/(Loss) after Tax**	1,74,311	2,07,392
5	Add: Balance B/F from the previous year	(5,38,029)	(7,45,421)

6	Balance Profit / (Loss) C/F to the next year	(3,63,718)	(5,38,029)

INTERNAL CONTROLS SYSTEM & ADEQUACY

Management has put in place effective Internal Control System to provide reasonable assurance for:

- Safeguarding Assets and their usage.
- Maintenance of Proper Accounting Records and
- Adequacy and Reliability of the information used for carrying on Business Operations.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES:

The Company continues to lay emphasis on developing and facilitating optimum human performance. Performance management was the key word for the Company this year.

BUSINESS STRENGTHS

1) **Well Qualified and Experienced Promoters**
Our management team is backed by promoters who have requisite experience in financial markets and lending industry. We believe that their strong technical experience and industry networks will help us in achieving our key business strategies.

2) **Maintain and expand long term Relationship with Clients:** In Finance Business the relationship with the clients is more important. The business model is based on client relationships that are established over period of time. The Company believes that a long-term client relationship with large clients fetches better dividends. The company wants to expand its loan portfolio to target high net worth individuals with impeccable credit track record to whom the company may advance funds both secured/ unsecured based on the risk profile and as envisaged in the loan policy of the company.

3) **To develop relations with new clients and strengthen the relations with the existing clients:** The relations with the clients help the company to know the client in better way and his integrity can be known to the company. The promoters believe in personal connection with the clients for financing rather than relying more on papers.

4) **Internal Control and Risk Management:** The Company believes that it has internal controls and risk management systems to assess and monitor risks. The company has its management team which monitors and manages risks by monitoring trends that may have an effect on the economic environment and actively assesses on a routine basis the market value of the Company's loan book. The Company seeks to monitor and control its risk exposure through a variety of separate but complementary financial and operational reporting systems. The Company believes it has effective procedures for evaluating and managing the market, operational and other risks to which it is exposed.

RISKS AND CONCERNS:

This section contains forward – looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these statements. As the industrial and economic growth of the country is showing steady improvement. There is no perceived risk and concern in this area of business and there is an ample scope for growth in India itself. Forward looking statements are based on certain assumptions and expectations of the future events that are subject to risks and uncertainties. Actual future results and trend may differ materially from historical results, depending on variety of factors. Their risk and concerns faced by the Company are similar to those faced by any growing organization in today dynamic industrial and economic scenario.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis and Directors Report describing the Company's strengths, strategies, projections, and estimates, are forward-looking statements and progressive within the meaning of applicable laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions, Government Policies, and other incidental factors. Readers are cautioned not to place undue reliance on the forward-looking statements.

On behalf of the Board
For Rajputana Investment & Finance Limited

Sd/-
Kochumathew Chowailoor Joseph
(Managing Director & CFO)
Din: 02685057

Place : Kolkata
Date : December 03 2020

INDEPENDENT AUDITORS' REPORT ON FINANCIAL STATEMENTS

To the Members of:

RAJPUTANA INVESTMENT & FINANCE LIMITED

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of Rajputana Investment & Finance Limited ('the Company'), which comprise the balance sheet as at 31st March 2020, the statement of profit and loss and the statement of Cash Flows for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'Standalone Financial Statements').

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit of the standalone financial statement in accordance with the Standards on Auditing specified under Section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our objective are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion on these standalone financial statements.

We have considered the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the Auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by sub-section 3 of Section 143 of the Act, we report that:

(a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) the Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;

(d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rule issued thereunder;

(e) on the basis of the written representations received from the directors as on 31st March 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2020 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **"ANNEXURE - A"**;

(g) with respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.

(h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us: -

i. The Company did not have any pending litigations in its financial statements.

ii. The Company did not have any long term contract including derivative contract which may lead to any foreseeable losses.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 (" the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **"ANNEXURE – B"** a statement on the matters specified in the Order, to the extent applicable.

For Gupta Agarwal & Associates
Chartered Accountants
FRN No.- 329001E

Sd/-
Jay Shanker Gupta
Partner
Membership No. - 059535
UDIN: 20059535AAAADE2711

Place : Kolkata
Date : 22nd July, 2020

ANNEXURE – A

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of Rajputana Investment & Finance Limited ("the Company") as of 31st March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Gupta Agarwal & Associates
Chartered Accountants
FRN No.- 329001E

Sd/-
Jay Shanker Gupta
Partner
Membership No. - 059535
UDIN: 20059535AAAADE2711

Place : Kolkata
Date : 22nd July, 2020

ANNEXURE – B

AUDITORS REPORT AS PER THE COMPANIES (AUDITOR'S REPORT) ORDER 2016 ON THE STANDALONE FINANCIAL STATEMENTS:

1. PROPERTY, PLANT & EQUIPMENT [Clause 3(i)]

(a)The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
(b)The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of one year, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
(c)The title deeds of immovable properties are held in the name of the company.

2. INVENTORY [Clause 3(ii)]

The Company has no inventory. As such the clause 2(a), 2(b) & 2(c) of the Companies (Auditors' Report) order 2015 is not applicable to the Company.

3. LOAN GIVEN BY COMPANY [Clause 3(iii)]

The Company has not granted any loans, secured or unsecured to Companies, Firms or other parties listed in the register maintained pursuant to provision of section 189 of the Companies Act, 2013.

4. LOAN TO DIRECTORS AND INVESTMENT BY COMPANY [Clause 3(iv)]

In respect of loans, investments, guarantees, and security the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

5. DEPOSITS [Clause 3(v)]

According to the information and explanation given to us the Company has not accepted deposits from the public during the financial year under audit.

6. COST RECORDS [Clause 3(vi)]

In our opinion and according to information and explanation given to us, the Company does not manufacturing any goods and the provision related to maintenance of cost records by the Company under sub section (1) of section 148 of Companies Act, 2013 for any of its products as prescribed by Central Government, are not applicable.

7. STATUTORY DUES [Clause 3(vii)]

Following matters shall be reported for statutory dues and disputed for tax and duties.

a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, customs duty, cess and any other statutory dues have been regularly paid to the appropriate authorities.

b) According to the information and explanations given to us there are no dues of provident fund, employees' state insurance, income tax , goods and service tax, customs duty, cess and any other statutory dues which have not been deposited on account of any dispute.

8. REPAYMENT DUES [Clause 3(viii)]

Based on our audit procedures and as per the information & explanations given by the management, we are of the opinion the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.

9. UTILISATION OF INTIAL AND FURTHER PUBLIC OFFER [Clause 3(ix)]

In our opinion and according to information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans.

10. FRAUD [Clause 3(x)]

No fraud has been noticed or reported on or by the Company during the year.

11. APPROVAL OF MANAGERIAL REMUNERATION [Clause 3(xi)]

The managerial remuneration has been paid or provided during the year in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

12. NIDHI COMPANY [Clause 3(xii)]:

In our opinion, and according to information and explanations given to us, clause (xii) of para 3 to Companies (Auditor's Report) Order, 2016 w.r.t. Nidhi Company is not applicable to Company.

13. RELATED PARTY TRANSACTION [Clause 3(xiii)]

In our opinion all transactions with the related parties follow sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards

14. PRIVATE PLACEMENT AND PREFERENTIAL ISSUES [Clause 3(xiv)]

The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

15. NON-CASH TRANSACTION [Clause 3(xv)]

The Company has not entered into any non-cash transactions with directors.

16. REGISTER WITH RBI ACT, 1934 [Clause 3(xvi)]

The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934

For Gupta Agarwal & Associates
Chartered Accountants
FRN No.- 329001E

Sd/-
Jay Shanker Gupta
Partner
Membership No. - 059535
UDIN: 20059535AAAADE2711

Place : Kolkata
Date : 22nd July, 2020

BALANCE SHEET as at 31st March, 2020

(Amount in Rupees)

SL. NO.	PARTICULARS	NOTE NO.	As at 31st March, 2020	As at 31st March, 2019
I.	**ASSETS**			
1	**NON-CURRENT ASSETS**			
a)	PROPERTY, PLANT & EQUIPMENT	2	15,027	-
b)	FINANCIAL ASSETS			
i)	INVESTMENTS	3	15,142,028	-
c)	DEFERRED TAX ASSETS	4	295	
2	**CURRENT ASSETS**			
a)	FINANCIAL ASSETS			
i)	TRADE RECEIVABLES	5	391,312	930,090
ii)	LOAN	6	10,139,064	20,279,838
iii)	CASH AND CASH EQUIVALENTS	7	5,302,341	9,662,273
b)	OTHER CURRENT ASSETS	8	369,784	355,330
	TOTAL (1)		31,362,851	31,227,491
	TOTAL (I)		31,362,851	31,227,491
II.	**EQUITY AND LIABILITIES**			
1	**SHAREHOLDERS FUNDS**			
a)	EQUITY SHARE CAPITAL	9	30,800,000	30,800,000
b)	OTHER EQUITY	10	69,283	(105,029)
	TOTAL (1)		30,869,283	30,694,971
2	**CURRENT LIABILITIES**			
a)	OTHER CURRENT LIABILITIES	11	453,568	482,520
b)	SHORT TERM PROVISIONS	12	40,000	50,000
	TOTAL (2)		493,568	532,520
	TOTAL (1+2)		31,362,851	31,227,491
	SIGNIFICANT ACCOUNTING POLICIES	1		
	NOTES ON FINANCIAL STATEMENT	2-14		

The Notes referred to above are an integral part of the Financial Statement

IN TERMS OF OUR REPORT ATTACHED
For Gupta Agarwal & Associates
Chartered Accountants
FRN No.- 329001E
Sd/-
JAY SHANKER GUPTA
Partner
Membership No. - 059535

ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-	Sd/-	Sd/-
BAHULEYAN RAMAN NALUPURAKKAL	**KOCHUMATHEW CHOWALOOR JOSEPH**	**ANNU JAIN**
Director	Managing Director	Company Secretary
DIN : 00297057	**DIN : 02685857**	

Place : Kolkata
Date : 22th July, 2020

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2020

(Amount in Rupees)

Sl. NO.	PARTICULARS	As at 31st March, 2020	As at 31st March, 2019
(A)	**Cash flow from Operating Activities:**		
	Profit Before Tax	235,103	256,802
	Adjustments for		
	Depreciation	5,173	
	Operating Capital before Working capital charges	**240,276**	**256,802**
	Change in Working Capital		
	Receivables (Increase)/decrease	535,738	(930,050)
	Trade payables Increase/(decrease)	-	-
	Short Term Provisions - Increase/(Decrease)	(10,000)	24,073
	Other Current Liabilities - Increase/(Decrease)	(28,952)	442,520
	Other Current Assets - (Increase)/Decrease	(14,454)	18,807
	Cash Flow from Operating Activities before Income Tax	**482,332**	**(444,650)**
	Income Tax Paid / Adjustments	(61,086)	(49,410)
	Net cash flow from/(used in) operating activities (A)	**661,522**	**(237,258)**
(B)	**Cash Flow From Investing Activities:**		
	Proceeds from sale/(purchase)of investments	(15,142,028)	-
	Proceeds from sale/(purchase)of Fixed Assets	(20,200)	-
	Dividend Received	-	-
	Short Term Loans & Advances - (Increase)/Decrease	10,140,774	8,960,162
	Net Cash flow from /(used in) investing activities (B)	**(5,021,454)**	**8,960,162**
(C)	**Cash Flow From Financing Activities:**		
	Share Capital Increase/(decrease)	-	-
	Premium on Share Capital Increase/(decrease)	-	-
	Net Cash Flow from (used in) financing activities (C)	-	-
	Net cash flow after adjusting (A+B+C)	(4,359,932)	8,722,904
	Cash and cash equivalents at the beginning of the year	9,662,273	939,369
	Cash and cash equivalents at the end of the year	**5,302,341**	**9,662,273**
	Components of cash and cash equivalents		
	Balances with Banks in Current Account	5,293,615	9,656,412
	Cash in Hand	8,726	5,861
	Total cash and cash equivalents	**5,302,341**	**9,662,273**

IN TERMS OF OUR REPORT ATTACHED
For Gupta Agarwal & Associates
Chartered Accountants
FRN No.- 329001E
Sd/-

JAY SHANKER GUPTA
Partner
Membership No. - 059535

ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-	Sd/-	Sd/-
BAHULEYAN RAMAN NALUPURAKKAL	KOCHUMATHEW CHOWAILOOR JOSEPH	ANNU JAIN
Director	**Managing Director**	**Company Secretary**
DIN : 00297057	**DIN : 02685057**	**M.No:A49846**

Place : Kolkata
Date : 22th July, 2020

STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2020

(Amount in Rupees)

SL. NO.	PARTICULARS	NOTE NO.	For the year ended 31st March, 2020	For the year ended 31st March, 2019
I.	**INCOME**			
1	REVENUE FROM OPERATIONS	13	-	-
2	OTHER INCOME	14	1,867,993	1,619,271
	TOTAL REVENUE		**1,867,993**	**1,619,271**
II.	**EXPENSES**			
1	PURCHASE OF STOCK-IN-TRADE	15	-	-
2	EMPLOYEE BENEFITS EXPENSES	16	563,000	417,618
3	DEPRECIATION & AMORTIZATION EXPENSES	17	5,173	
4	OTHER EXPENSES	18	1,264,718	944,851
	TOTAL EXPENSES		**1,632,891**	**1,362,469**
III.	**PROFIT BEFORE TAX**		**235,103**	**256,802**
IV.	**TAX EXPENSE**			
1	CURRENT TAX		61,086	49,410
2	DEFERRED TAX		(295)	
V.	**PROFIT / (LOSS) AFTER TAX FOR THE PERIOD**		**174,311.59**	**207,392**
VI.	**EARNING PER EQUITY SHARE**			
1	BASIC		0.06	0.07
2	DILUTED		0.06	0.07
	SIGNIFICANT ACCOUNTING POLICIES	1		
	NOTES ON FINANCIAL STATEMENT	2-18		

The Notes referred to above are an integral part of the Financial Statement

IN TERMS OF OUR REPORT ATTACHED	ON BEHALF OF THE BOARD OF DIRECTORS		
For Gupta Agarwal & Associates			
Chartered Accountants			
FRN No.- 329001E			
Sd/-	Sd/-	Sd/-	
JAY SHANKER GUPTA	**BAHULEYAN RAMAN NALUPURAKKAL**	**KOCHUMATHEW CHOWALOOR JOSEPH**	**ANNU JAIN**
Partner	Director	Managing Director	Company Secretary
Membership No. - 059535	**DIN : 00297057**	**DIN : 02685057**	

Place : Kolkata

Date : 22th July, 2020

NOTES : Forming Part of the Financial Statement

CORPORATE INFORMATION

RAJPUTANA INVESTMENT & FINANCE LIMITED (the Company) is a Limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1913.The Company is engaged in the business of Investment & Financial activity.

1. SIGNIFICANT ACCOUNTING POLICIES & NOTES:

1.1. Statement of Compliance

These financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 as applicable. Up to the year ended March 31, 2017, the Company prepared its financial statements in accordance with the requirements of previous GAAP, which includes Standards notified under the Companies (Accounting Standards) Rules, 2006.

1.2. Basis of Preparation of Financial Statements

These financial statements are prepared on historical cost convention on the accrual basis, except for certain financial instruments which are measured at fair values.

1.3. Use of Estimates

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

1.4. Provision For Current And Deferred Tax

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Provision for Income Tax is netted off with amount of Tax Deducted at Source. Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

1.5. **Investments**

Classification:

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

Measurement:

The company at initial recognition measures a financial assets at its fair value plus transaction costs that are directly attributable to its acquisition.

There is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to the Statement of Profit and Loss. Interest income from these financial assets is included in other income.

Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

1.6. **Current Assets, Loans & Advances**

In the opinion of the Board and to the best of its knowledge and belief the value on realisation of current assets in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and repayable on demand.

1.7. **Recognition of Income & Expenditure**

Income and expenditure is recognized and accounted for on accrual basis. Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from sale of goods is recognised on transfer of significant risks and rewards of ownership to the customer and when no significant uncertainty exists regarding realisation of the consideration. Sales are recorded net of sales returns, cash and trade discounts. Interest income from debt instruments is recognised using the effective interest rate method. Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established.

1.8. **Earning Per Shares**

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

1.9. Provision, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Provisions are not recognised for future operating losses. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent Liabilities are not recognised but are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made. Contingent Assets are neither recognised nor disclosed in the financial statements.

1.10. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals or accruals of past & future operating cash receipts or payments and item of income or expenses associated with investing and financing cash flows. The cash flows from operating, investing, and financing activities of the Company are segregated.

1.11. Cash & Cash Equivalents

For the purpose of presentation of cash flows, cash and cash equivalents includes cash on hand, bank overdraft, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

1.12. Borrowing Cost

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to Statement of Profit and Loss.

1.13. Foreign Currency Transactions

Transactions in foreign currencies are recognised at the prevailing exchange rates on the transaction dates. Realised gains and losses on settlement of foreign currency transactions are recognised in the Statement of Profit and Loss. Monetary foreign currency assets and liabilities at the year-end are translated at the year-end exchange rates and the resultant exchange differences are recognised in the Statement of Profit and Loss.

1.14. **Payment to Auditors**

Particulars	March, 2020	March, 2019
Statutory Audit Fees, Tax Audit, Certification Fees	40,000	50,000
Total	**40,000**	**50,000**

1.15. **Related Party Disclosers**

Related party disclosers as required under Ind AS 24 on "Related party Discloser" are given below:-

(i) Key Managerial Personnel:

Kochumathew CJ	Managing Director/CFO
Annu Jain	Company Secretary

(ii) **Other related parties** : (entities over which key management personnel or his/their relatives are able to exercise significant influence) : NIL

(iii) Transaction with related parties :

Figures in lacs

Particulars	2019-2020
Transaction with Key Managerial Personnel	
Remuneration to :	
Kochumathew CJ	0.50
Advance received from :	
Pankaj Kumar Kanodia	3.5
Balance outstanding at the year end	
Receivable	NIL
Payable	3.50

1.16. The Directors of the Company are pleased to inform that the Company has along with The Calcutta Stock Exchange Limited has got its Equity Shares listed with Bombay Stock Exchange Limited under the Norms for Direct Listing.

For GUPTA AGARWAL & ASSOCIATES
Chartered Accountants
FRN No.- 329001E

JAY SHANKER GUPTA
Partner
Membership No. – 059535
UDIN: 20059535AAAADE2711

Place : Kolkata
Date : July 22, 2020

NOTES : Forming Part of the Financial Statement

(Amount in Rupees)

NOTE NO.	PARTICULARS	As at 31st March, 2020	As at 31st March, 2019
2	**PROPERTY, PLANT & EQUIPMENT**		
	TANGIBLE ASSETS	15,027	-
		15,027	-
3	**FINANCIAL ASSETS**		
	INVESTMENT IN NCD (15 PCS OF KRAZYBEE SERVICES PVT LTD@10% SEC)	15,142,028	-
		15,142,028	-
4	**DEFERRED TAX ASSETS**		
	DEFERRED TAX ASSETS	295	-
		295	-
5	**TRADE RECEIVABLE**		
5.1	BRD SECURITIES LTD	394,312	930,050
		394,312	**930,050**
6	**LOAN**		
6.1	**UNSECURED CONSIDERED GOOD**		
	DREDGING AND DESILTATION CO PRIVATE LIMITED	1,939,064	6,999,711
6.2	**OTHERS**		
	ANITA LOHIA (SECURITY DEPOSIT)	-	30,127
	ASTDURGA NIRMAN PRIVATE LIMITED	700,000	700,000
	CHOKHANI REALTORS PRIVATE LIMITED	5,400,000	5,400,000
	CREAM PROJECT PRIVATE LIMITED	-	2,600,000
	SHIVDARSHAN COMMERCIAL PRIVATE LIMITED	1,250,000	3,500,000
	SHRI SHYAM INFRA REALTORS PRIVATE LIMITED	850,000	1,050,000
		10,139,064	**20,279,838**
7	**CASH & CASH EQUIVALENTS**		
7.1	BALANCE WITH BANKS - IN CURRENT ACCOUNTS	5,293,615	9,656,412
7.2	CASH IN HAND	8,726	5,861
		5,302,341	**9,662,273**
8	**OTHER CURRENT ASSETS**		
8.1	SECURITY DEPOSIT	180,000	180,000
8.2	PREPAID EXPENSES	24,790	-
8.3	TAX DEDUCTED AT SOURCE	164,994	175,330
		369,784	**355,330**
9	**EQUITY SHARE CAPITAL**		
9.1	**AUTHORISED**		
	40,00,000 (L.Y. 31,00,000) Equity Shares of Rs. 10/- each	**40,000,000**	**31,000,000**
9.2	**ISSUED, SUBSCRIBED & PAID UP**		
	30,80,000 (L.Y. 30,80,000) Equity Shares of Rs. 10/- each	**30,800,000**	**30,800,000**
	(19,80,000 nos of bonus share are issued during the financial year 2017-18 in the ratio of(9:5)		

9.3	Reconciliation of the shares outstanding at the beginning and at the end of the reporting period :	Nos of Shares As at 31st March, 2020	Nos of Shares As at 31st March, 201
a)	Shares outstanding at the beginning of the year	3,080,000	1,100,000
b)	Add : Share Issued during the year - Bonus Share	-	1,980,000
		3,080,000	**3,080,000**

9.4	TERMS/ RIGHTS ATTACHED TO EQUITY SHARES
a)	The Company has only one class of equity share having par value of Rs 10/- per share . Each holder of Equity share is entitled to one vote per share In the event of liquidation of the company , the holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity shares held by the shareholders.

NOTES : Forming Part of the Financial Statement

(Amount in Rupees)

9.5 DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES OF THE COMPANY

Name of the Share Holder	As at 31st March, 2020		As at 31st March, 2019	
	Shares Held	% of Holding	Shares Held	% of Holding
IIT FINANCE PRIVATE LIMITED	-	-	-	-
LINKLINE CONSTRUCTION PRIVATE LIMITED	-	-	-	-
MANIMUDRA MARKETING PRIVATE LIMITED	-	-	-	-
SAITHA DHANENDRAN	-	-	-	-
SATISH SINGH	-	-	-	-
SAVITRI SULTANIA	-	-	-	-
BRD DEVELOPERS AND BUILDERS LIMITED	1,871,816	60.77	1,871,816	60.77
SRINANDAN AGARWALLA	154,505	5.02	154,505	5.02

9.6 Agreegrade number of shares allotted as ully paidup by way of bonus sharesduring the period of five years immediately preceeding the reporting date :

a) **Equity Shares of Rs. 10/- each**

Issued as fully paid-up way of Bonus Shares (issued in Ratio of 5:5 adjusted with Securities Premium Account) in the F.Y. 2017-18, 15,80,00 nos Equity shares of Rs. 1,98,00,000

NOTE NO.	PARTICULARS	As at 31st March, 2020	As at 31st March, 2019
10	**OTHER EQUITIES**		
10.1	**GENERAL RESERVE**		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	160,000	160,000
	ADDITIONS DURING THE YEAR	-	-
	AT THE END OF THE ACCOUNTING PERIOD	**160,000**	**160,000**
10.2	**RESERVE FUND**		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	73,000	73,000
	ADDITIONS DURING THE YEAR	-	-
	AT THE END OF THE ACCOUNTING PERIOD	**73,000**	**73,000**
10.3	**SECURITIES PREMIUM ACCOUNT**		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	200,000	200,000
	ADDITIONS / (DELETION) DURING THE YEAR	-	-
	AT THE END OF THE ACCOUNTING PERIOD	**200,000**	**200,000**
10.4	**SURPLUS**		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	(538,029)	(745,421)
	PROFIT / (LOSS) DURING THE YEAR	174,312	207,392
	(BALANCE IN STATEMENT OF PROFIT & LOSS A/C)		
	AT THE END OF THE ACCOUNTING PERIOD	**(363,717)**	**(538,029)**
	TOTAL	**69,283**	**(105,029)**
11	**OTHER CURRENT LIABILITIES**		
11.1	OTHER CURRENT LIABILITIES	453,568	482,520
		453,568	**482,520**
12	**SHORT-TERM PROVISIONS**		
12.1	PROVISION FOR TAXATION	-	-
12.2	PROVISION FOR AUDIT FEE	40,000	50,000
		40,000	**50,000**

DEPRECIATION CHART FOR F. Y. 2019-20

NOTES - FIXED ASSETS
FOR ASSETS EXISTING AS ON 31.03.2019

Date of Purchase / Put to use	Particulars	Original Cost (Rs)	Dep charged upto 31.03.2017	WDV as on 01.04.2019	Additions	Life as per Co. Act 2013	Life Used till 31.03.2019	Remaining Life	Salvaged value	Depreciable amount over whole life	Rate of Dep (WDV)	No. of days used	Dep for the Year 2019-20	WDV as on 31st Mar 2020
1-Jul-2019	Printer	20,200		-	20,200	3.00	-	3.00	1,010	19,190	63.16%	1.41	3,173	15,027
	Total Assets	20,200		-	20,200				1,010	19,190			3,173	15,027

NOTES : Forming Part of the Financial Statement

(Amount in Rupees)

NOTE NO.	PARTICULARS	As at 31st March, 2020	As at 31st March, 2019
13	**REVENUE FROM OPERATIONS**		
13.1	SALES OF STOCK-IN-TRADE	-	-
		-	-
14	**OTHER INCOME**		
14.1	CONSULTANCY INCOME	445,581	979,000
14.2	INTEREST INCOME	1,422,012	640,271
		1,867,593	**1,619,271**
15	**PURCHASE OF STOCK-IN-TRADE**		
15.1	PURCHASES OF STOCK-IN-TRADE	-	-
		-	-
16	**EMPLOYEE BENEFITS EXPENSE**		
16.1	**SALARY AND WAGES**		
	OFFICE STAFF SALARY	357,000	407,000
16.2	**OTHER EXPENSES**		
	WORKERS AND STAFF WELFARE	6,000	10,618
		363,000	**417,618**
17	**DEPRECIATION & AMORTIZATION EXPENSES**		
17.1	DEPRECIATION	5,173	-
		5,173	-
18	**OTHER EXPENSES**		
18.1	**ADMINISTARTIVE EXPENSE**		
	ADVERTISEMENT	47,829	58,393
	AGM EXPENSES	16,250	-
	AUDIT FEES	40,000	50,000
	BANK CHARGES	4,734	8,791
	BOARD MEETING FEES	-	24,500
	BUSINESS PROMOTION EXPENSES	-	27,635
	CERTIFICATION CHARGES	12,000	7,500
	CONVEYANCE EXPENSES	98,243	33,955
	DEPOSITORIES	30,090	37,760
	EDP EXPENSES	-	-
	FILING FEES	80,400	11,600
	GENERAL EXPENSES	95,505	88,730
	INTEREST PAID	590	42
	LEGAL & PROFESSIONAL FEES	52,350	87,510
	LISTING EXPENSES	354,000	295,000
	PRINTING & STATIONARY	27,822	10,993
	RENT, RATES & TAXES	390,000	194,550
	TELEPHONE EXPENSES	5,505	7,892
		1,264,718	**944,851**

Notes 1 to 24 signed by the following

IN TERMS OF OUR REPORT ATTACHED
For Gupta Agarwal & Associates
Chartered Accountants
FRN No.- 329001E
Sd/-

JAY SHANKER GUPTA
Partner
Membership No. - 059535

ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-	Sd/-	Sd/-
BAHULEYAN RAMAN NALUPURAKKAL	**KOCHUMATHEW CHOWALOOR JOSEPH**	**ANNU JAIN**
Director	Managing Director	Company Secretary
DIN : 00297057	**DIN : 02685057**	**M.No:A49846**

Place : Kolkata
Date : 22th July, 2020

RAJPUTANA INVESTMENT & FINANCE LIMITED

Registered Office Address: "Nanda Tower", 90 Phears Lane,
Room No.601, 6th Floor, Kolkata - 700012
CIN No.: L65929WB1941PLC010731
Phone No.: 91 + 82320 27550
Email Id:info@rajputanainvestment.com;**Website:**www.rajputanainvestment.com

Dear Shareholder(s)

Sub.: Conversion of shares into dematerialized form.

The Securities and Exchange Board of India ('SEBI') vide its notification dated 8th June, 2018 amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandates that transfer of securities with effect from 5th December, 2018 would be in dematerialized form only.

As per the records maintained with the Company's Registrar & Share Transfer Agents, Maheswari Datamatics Private Limited, we note that there are certain shareholders holding shares of the Company in physical form. Accordingly we urge you to take necessary steps with your Depository Participant(s) to dematerialize your shares held in the company. Please note that as per the above SEBI Notification, with effect from 5th December, 2018 the Company/ Big Share will be obliged to reject any request for transfer of your shares. However, request for transmission or transposition and dematerialization shall continue to be considered.

The FAQs on dematerialization of Shares, including the process for dematerialization, is given along with this letter for your information.

In case of any queries in this regard, you may also contact our Register & Share Transfer Agents at:

Maheshwari Datamatics Pvt. Ltd.
23 R.N Mukherjee Road, 5th Floor, Kolkata – 700 001
Contact No. : 033 2243 5029/2248 2248
Fax – 033 22484787
E mail ID: mpdl@cal.vsnl.net.in,mdpldc@yahoo.com
Website: info@mdpl.in

Thanking you

For Rajputana Investment & Finance Limited

Sd/-
Annu Jain
Company Secretary