

# RICHFIELD FINANCIAL SERVICES LIMITED

33, BRABOURNE ROAD, 5TH FLOOR, KOLKATA – 700 001

Phone: 033 22425812 Email: rfs.l.nbfc@gmail.com

CIN: L65999WB1992PLC055224

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (01/2021-22) OF THE MEMBERS OF M/S RICHFIELD FINANCIAL SERVICES LTD (CIN-L65999WB1992PLC055224) WILL BE HELD ON WEDNESDAY, THE 29TH DAY OF DECEMBER, 2021 AT 3.00P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 33, BRABOURNE ROAD, 5TH FLOOR KOLKATA- 700001 THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIOVISUAL MEANS ("OAVM"), AT 03:00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

### SPECIAL BUSINESS:

#### 1. APPOINTMENT OF STATUTORY AUDITORS TO FILL CASUAL VACANCY:

To consider and, if thought fit, with or without modification(s), to pass the following resolution(s) as an Ordinary Resolution(s):

#### ORDINARY RESOLUTION:

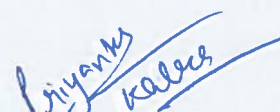
"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and pursuant to recommendation of the Audit Committee and the Board of Directors at its meeting held on 2<sup>nd</sup> December, 2021, M/s. A John Moris & Co, Chartered Accountants (FRN.: 007220S) be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. H.R. Agarwal & Associates Chartered Accountants (FRN.: 323029E), Kolkata.

RESOLVED FURTHER THAT M/s. A John Moris & Co, Chartered Accountants (FRN.: 007220S), Chennai, be and is hereby appointed as Statutory Auditors of the Company from this Extra-ordinary General Meeting until the conclusion of the ensuing Annual General Meeting and that they shall be eligible for re-appointment in the next Annual General Meeting to be held in the year 2022 and that they shall conduct the Statutory Audit for the period ended 31st March, 2022 on such remuneration as may be fixed by the Board of Directors in consultation with them."

RESOLVED FURTHER THAT any of the members of Board of Directors, be and are hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary documents and E-Forms with relevant statutory authorities."

By Order of the Board  
For M/s. Richfield Financial Services Ltd

Place Kolkata

  
Priyanka Kalra

## 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 together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting or Extra Ordinary General Meeting ("EGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. The MCA vide its General Circular No. 02/2021 dated 13th January, 2021 and SEBI vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 extended the above exemptions till 31st December 2021. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA circulars and the SEBI circulars as stated above, the EGM of the Company is being held through VC /OAVM. The members intending to attend the meeting will be allowed to participate through VC / OAVM details of which are set out hereinafter.
2. As per provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself/ herself. Since this EGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, Corporate Members intending to authorize their representatives for attending the EGM are requested to send a scanned certified copy of the board resolution authorizing their representative to attend through VC/OAVM and vote on their behalf in the EGM on [rfl.nbfc@gmail.com](mailto:rfl.nbfc@gmail.com)
3. Since the EGM will be conducted through VC/OAVM means, to conduct the EGM in a smooth and seamless manner only those shareholders will be allowed to speak at the EGM who have pre-registered themselves for the same with the Company. The Company hence requests members to opt any one of the following methods for obtaining answers to their queries / making suggestions:
  - Members seeking any information with regard to the any matter to be placed at the EGM, are requested to write to the Company on or before 05:00 p.m. on 25th December, 2021 through email on [rfl.nbfc@gmail.com](mailto:rfl.nbfc@gmail.com) and such email shall mandatorily mention the name of the shareholder, demat account number / folio number, email id and contact number of the shareholder. The same will be replied by the Company suitably.
  - Members who intend to speak at the EGM shall register with the Company by sending an email on or before 05:00 p.m. on 25th December, 2021 through email on [rfl.nbfc@gmail.com](mailto:rfl.nbfc@gmail.com). The Company will allow only the pre-registered members to speak at the EGM.

Members are requested to discuss or ask queries only with respect to the agenda of the EGM so that effective question answer session can take place and queries posed by majority shareholders are addressed. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the EGM.

4. Since the EGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not required and hence not enclosed with this notice.
5. In terms of the provisions of Section 152 of the Act, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 of the Notice.

#### **DISPATCH OF NOTICE THROUGH ELECTRONIC MODE:**

6. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the EGM 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 will also be available on the Company's website [www.rfsl.co.in](http://www.rfsl.co.in), websites of the Stock Exchanges, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of Company's Registrar and Transfer Agent, Niche Technologies Private Limited ("NicheTech") at [www.nichetechpl.com](http://www.nichetechpl.com).
7. 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 writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [rfsl.nbfc@gmail.com](mailto:rfsl.nbfc@gmail.com) or to NicheTech at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com)
  - b) Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant.

#### **PROCEDURE FOR JOINING THE EGM THROUGH VC / OAVM:**

8. The Company will provide VC / OAVM facility to its Members for participating at the EGM.
  - a) Members will be able to attend the EGM through VC / OAVM or view the live webcast by clicking on the link <https://us05web.zoom.us/j/87515886026?pwd=bUpQanJldGkwQ3JuZzFHYWtwR1FMUT09> and Password 0NzbJm. Members are requested to follow the procedure given below:
    - i. Launch internet browser (chrome/firefox/safari) by typing the URL:<https://www.zoom.us> or open the PlayStore for Android phones or IOS phones and download Zoom app
    - ii. Select Join Meeting
    - iii. Enter the Meeting ID and Password.
    - iv. After logging in, the members can attend the EGM event of our company Richfield Financial Services Limited.

- b) Members who would like to express their views or ask questions during the EGM may e-mail the same on [rfsl.nbfc@gmail.com](mailto:rfsl.nbfc@gmail.com) or can type their questions in the chat box during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the EGM.
  - c) Members will be allowed to attend the EGM through VC / OAVM on first come, first served basis.
  - d) Facility to join the meeting shall be opened Fifteen minutes before the scheduled time of the EGM and shall be kept open throughout the proceedings of the EGM.
  - e) Members, who need assistance before or during the EGM, can contact the company on [rfsl.nbfc@gmail.com](mailto:rfsl.nbfc@gmail.com). Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.
9. 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 EGM.
10. Members attending the EGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
11. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM.

#### PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE EGM:

12. 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 EGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting"). 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. The Company has engaged the services of Central Depository Services Limited (CDSL) as the agency to provide e-voting facility. 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.

The remote e-voting facility will be available during the following voting period: Commencement of remote e-voting: 9:00 a.m. on Sunday, December 26, 2021 and End of remote e-voting: 5:00 p.m. on Tuesday, December 28, 2021 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 CDSL upon expiry of the aforesaid period. 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., Wednesday, December 22, 2021. The Board of Directors of the Company has appointed Shreyansh Kothari & Co, Chartered Accountants as Scrutinizer to

scrutinize the remote e-voting and Insta Poll process in a fair and transparent manner and the firm had communicated its willingness to be appointed and will be available for the said purpose.

Information and instructions relating to e-voting are as under:

- I. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- II. A member can opt for only single mode of voting per EVSN, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- III. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Wednesday, December 22, 2021 only shall be entitled to avail the facility of remote e-voting or for participation at the EGM and voting through Insta Poll. A person who is not a member as on the cut-off date, i.e., Wednesday, December 22, 2021 should treat the Notice for information purpose only.
- IV. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date send the written / email communication to the Company at rfs1.nbfc@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- V. Information and instructions for remote e-voting:
  - (i) The remote e-voting period commences on 9:00 a.m. on Sunday, December 26, 2021 and End of remote e-voting on 5:00 p.m. on Tuesday, December 28, 2021. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of ., Wednesday, December 22, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
  - (iii) Click on "Shareholders" tab.
  - (iv) Now Enter your User ID
    - a) For CDSL: 16 digits beneficiary ID,
    - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c) Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) 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)

	<ul style="list-style-type: none"> <li>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.</li> <li>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 Rahul Biswas with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in DD/MM/YYYY format
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>Please Enter the DOB or Bank Account Number in order to Login.</li> <li>If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. Richfield Financial Services Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders & Custodians :

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533

(xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

VI. Information and instructions for Insta Poll: Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and on CDSL portal will be activated once the Insta Poll is announced at the Meeting.

VII. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.rfsl.co.in](http://www.rfsl.co.in) and on the website of CDSL immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The same will be communicated to the listed stock exchanges viz. Calcutta Stock Exchange (CSE) and Bombay Stock Exchange (BSE).

VIII. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Wednesday, December 29, 2021.

#### PROCEDURE FOR INSPECTION OF DOCUMENTS:

13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in

the Notice will be available electronically for inspection by the members during the EGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to [rfsl.nbfc@gmail.com](mailto:rfsl.nbfc@gmail.com).

14. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date at-least ten before the meeting at the registered office of the company or at the Company's email id, so as to enable the Management to keep the information ready at the meeting.

**Registered Office:**

33 Brabourne Road, 5th Floor

Kolkata: 700-001

Email: [rfsl.nbfc@gmail.com](mailto:rfsl.nbfc@gmail.com)

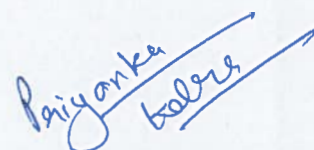
Website: [www.rfsl.co.in](http://www.rfsl.co.in)

Telephone No.: (033) 2242-5812

Place: Kolkata

Date: 02/12/2021

By Order of the Board of Directors  
M/s Richfield Financial Services Limited



(PriyankaKalra)  
Company Secretary



## ANNEXURE TO THE NOTICE

### Explanatory Statement under Section 102(1) of the Companies Act, 2013

#### ITEM No. I

M/s. H. R. Agarwal & Associates, Chartered Accountants, (FRN:323029E) have tendered their resignation from the position of Statutory Auditors due to low professional fees commensurate with size and nature of work, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. A. John Moris & Co, Chartered Accountants, (FRN: 007220S), be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. H. R. Agarwal & Associates, Chartered Accountants, (FRN:323029E).

M/s. A. John Moris & Co, Chartered Accountants, (FRN: 007220S), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

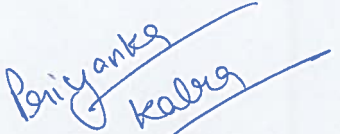
Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Registered Office:  
33 Brabourne Road, 5th Floor  
Kolkata: 700-001  
Email: rfsl.nbfc@gmail.com  
Website: www.rfsl.co.in  
Telephone No.: (033) 2242-5812

Place: Kolkata  
Date: 02/12/2021

By Order of the Board of Directors  
M/s Richfield Financial Services Limited

  
(Priyanka Kalra)  
Company Secretary