

RAJA BAHADUR INTERNATIONAL LIMITED



93rd Annual Report and Accounts
2018 - 2019



RAJA BAHADUR INTERNATIONAL LIMITED

BOARD OF DIRECTORS

MR. MANOHARLAL M. PITTIE (DIN: 00760307)
MR. SHRIDHAR PITTIE (DIN: 00562400)
MR. MADHAV L. APTE (DIN: 00003656)
MR. NAYANKUMAR C. MIRANI (DIN: 00045197)
MR. MOHAN V. TANKSALE (DIN: 02971181)
MS. MALVIKA S. PITTIE (DIN: 00730352)

Chairman
Managing Director
Independent Director
Independent Director
Independent Director
Director

CHIEF FINANCIAL OFFICER

MR. S.K.JHUNJHUNWALA

COMPANY SECRETARY & COMPLIANCE OFFICER

MR. AKASH JOSHI

AUDITORS

JAIN P. C. & ASSOCIATES
Chartered Accountants

SOLICITORS

M/s. KANGA & COMPANY

REGISTERED OFFICE

HAMAM HOUSE, 3rd FLOOR,
AMBALAL DOSHI MARG, FORT,
MUMBAI 400001, INDIA.

CIN: L17120MH1926PLC001273

Tel No.: 022-22654278

Email: <mailto:rajabahadur@gmail.com> / investor@rajabahadur.com

Website: www.rajabahadur.com

REGISTRAR & SHARE TRANSFER AGENT

SATELLITE CORPORATE SERVICES PVT.LTD.
UNIT. NO 49, BUILDING NO. 13 AB, 2ND FLOOR,
SAMHITA COMMERCIAL CO-OP SOCIETY LTD ,
OFF ANDHERI KURLA ROAD, MTNL LANE, SAKINAKA,
MUMBAI - 400072.

Tel No.: 022-28520461

Email : <mailto:service@satellitecorporate.com>

Website : www.satellitecorporate.com

RAJA BAHADUR INTERNATIONAL LIMITED

CIN No.: L17120MH1926PLC001273

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

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

Email ID : investor@rajabahadur.com, Website: www.rajabahadur.com



NOTICE

NOTICE is hereby given that the Ninety-Third Annual General Meeting (AGM) of the Members of **Raja Bahadur International Limited** will be held at Walchand Centre, 3rd Floor, IMC Bldg, IMC Marg, Churchgate, Mumbai - 400020 on Thursday September 26, 2019 at 03.30 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of Accounts (Standalone and Consolidated) for the year ended as at 31st March, 2019 together with the Reports of the Board of Directors and the Auditor's thereon.
2. To appoint a Director in place of Mr. Manoharlal M. Pittie (DIN - 00760307), who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. M.L. Apte (DIN: 00003656), Independent Director of the Company, whose initial term of office expires on February 09, 2020 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under section 160 (1) of the Companies Act, 2013 proposing his candidature for the office of Director, and who is eligible for re-appointment for a second term under the provisions of the Act and the Rules framed thereunder, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing from February 10, 2020 to February 09, 2025.

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

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. N.C. Mirani (DIN: 00045197), Independent Director of the Company, whose initial term of office expires on February 09, 2020 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under section 160 (1) of the Companies Act, 2013 proposing his candidature for the office of Director, and who is eligible for re-appointment for a second term under the provisions of the Act and the Rules framed thereunder, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing from February 10, 2020 to February 09, 2025.

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

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

Regd. Office :

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

Akash Joshi
Company Secretary

Place : Mumbai

Date : 30th May, 2019

NOTES :

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty percent (50%) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights. Further, a member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy & such person shall not act as a proxy for any other person or shareholder.

Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf.

Members / Proxies are requested to bring duly-filled Attendance Slip along with their copy of Annual Report to the Meeting.

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 meeting.

- 2) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and the relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment as Director and reappointment as Independent Director under Item No. 2, 3 and Item No. 4 respectively, are annexed hereto.
- 3) During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.
- 4) Members who hold shares in electronic form are requested to mention their DP ID and Client ID number and those who hold shares in physical form are requested to mention their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the AGM.
- 5) The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 20th September, 2019 to Thursday, 26th September, 2019 (both days inclusive).

- 6) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Registrar and Share Transfer Agent i.e. Satellite Corporate Services Pvt. Ltd.

For any assistance regarding share transfers, transmissions, change of address or bank mandates, non-receipt of dividends, duplicate / missing share certificates and other relevant matters, the Registrar and Transfer Agents of the Company may be contacted.

- 7) In view of the Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are therefore requested to convert their holdings into dematerialized mode to avoid loss of shares and fraudulent transactions and better investor servicing.
- 8) Members may also note that the Notice of AGM and the Annual Report for the year 2018-19 are also available on the Company's Website: www.rajabahadur.com for download.
- 9) The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same.
- 10) To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Registrar/Depositories. Members who want to receive hard copies of all the communication, have to make a specific request to the Company by sending a letter in this regard to the RTA or the Company.
- 11) A route map showing directions to reach the venue of this AGM is given at the end of this Notice.
- 12) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the company is pleased to provide members facility to exercise right to vote at AGM by electronic means and the business may be transacted through e-Voting services provided by Central Depositories Services Limited (CDSL)

The instructions for members for voting electronically are as under:-

1. In case of members receiving e-mail:

- (i) The voting period begins on Monday, 23rd September, 2019 (10:00 a.m.) and ends on Thursday, 25th September, 2019 (5:00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 20th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would be entitled to attend the Annual General Meeting but shall not be entitled to vote at the meeting.
- (iii) Log on to the e-voting website www.evotingindia.com
- (iv) Click on "Shareholders" tab.
- (v) 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 and then enter the Captcha Code as displayed and Click on Login.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) 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)
Dividend Bank Details OR Date of Birth (DOB)#	Enter the Dividend Bank Details or Date of Birth (dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

*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 digit 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.

#If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the Company (Raja Bahadur International Limited).
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolutions details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Note for Non - Individual Shareholders and Custodians: Non - Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.co.in 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. 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 account(s) for which they wish to vote on. The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. They should upload 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 and can also email to investor@rajabahadur.com.

2. In case of members receiving the physical copy:
 - (i) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
 - A. 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
 - B. The remote e-voting period commences Monday, 23rd September, 2019 (10:00 a.m. IST) and ends on Wednesday, 25th September, 2019 (5:00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 20th September, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The facility for voting, either through polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
 - C. 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 20th September, 2019. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting.
 - D. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com.
- 13) Ms. Jigyasa N. Ved, Practicing Company Secretary (Membership No. FCS 6488) and failing her, Mr. J. U. Poojari (Membership No. FCS 8102) of Parikh & Associates, has been appointed as the Scrutinizer to scrutinize voting at the meeting and remote e-voting process in a fair and transparent manner.
- 14) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than two days of conclusion of the meeting a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- 15) The results of voting will be declared and the same along with Scrutinizer's Report(s) will be published on the website of the Company (www.rajabahadur.com) and on the website of CDSL and communicated to the BSE Limited where the shares of the Company are listed within 48 hours from the conclusion of the AGM.

Details of Director Seeking Re-Appointment at the forthcoming Annual General Meeting

[In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting (SS 2)]

Name of the Director	Mr. Manoharlal M. Pittie
DIN	00760307
Date of Birth	21-07-1928
Date of first appointment on the Board	15th September, 1947
Qualifications	B.Sc.
Expertise	Corporate Field
Number of Meetings of the Board attended during the year	Five
List of Directorship / Membership /Chairmanship of Committees of other Board	Directorship: Private Companies- 1. Mukundlal Bansilal And Sons Private Limited 2. Shree Nand Trading Company Private Limited
Shareholding in Raja Bahadur International Limited	8644 shares
Relationship between directors inter-se	-
Terms and Conditions of appointment	N.A.

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

Regd. Office :

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

Akash Joshi
Company Secretary

Place : Mumbai

Date : 30th May, 2019

Route-Map to the venue of the AGM : Walchand Centre, (3rd Floor), IMC Bldg., IMC Marg, Churchgate, Mumbai - 400020.

Land Mark : IMC Building



ANNEXURE TO THE NOTICE

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

Item Nos. 3 & 4 :

Mr. M.L. Apte and Mr. N.C. Mirani were appointed as an Independent Directors at the 89th Annual General Meeting by the members to hold office for a period of five consecutive years commencing from February 10, 2015 up to February 09, 2020.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in the Board's Report, for another term of up to five consecutive years on the Board of the Company.

Based on recommendation of Nomination and Remuneration Committee and based on their skills, expertise and performance evaluation, the Board of Directors had approved and recommended the re-appointment of Mr. M.L. Apte and Mr. N.C. Mirani as Independent Directors of the Company for a second term of five years, subject to the approval of the Members of the Company.

The Company has received from Mr. M.L. Apte and Mr. N.C. Mirani, the declarations in terms of Section 149 of the Act and the Rules made thereunder and SEBI LODR, 2015 stating that they are qualified to be re-appointed as Independent Directors of the Company.

In the opinion of the Board, Mr. M.L. Apte and Mr. N.C. Mirani, satisfy the conditions specified in the Act and the Rules made thereunder for re-appointment as Independent Directors and that they are independent of the Management.

The brief profiles of the aforesaid Directors are given hereunder :

Mr. M.L.Apte :

Mr. M.L. Apte holds a Bachelors Degree in Arts. He is an Industrialist having excellent public relationship in the corporate world. He has over more than 60 years of experience in various Industries. He is a member of Audit Committee, Share Transfer Committee and Nomination and Remuneration Committee of the Company.

During the year, Mr. M.L.Apte attended all five Board meetings.

Mr. N.C. Mirani :

Mr. N.C. Mirani holds a Bachelors Degree in Commerce. He is an Industrialist and is having good contacts in the industries and business community. He has over more than 30 years of experience in various Industries. He is a member of Audit Committee, Share Transfer Committee and Nomination and Remuneration Committee of the Company.

During the year, Mr. N.C. Mirani attended four meetings out of five Board meetings.

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

Place : Mumbai
Date : 30th May, 2019

Akash Joshi
Company Secretary