

Raja Bahadur International Ltd.

Regd. & Corporate Office :
Hamam House, Ambalal Doshi Marg, Mumbai - 400 001, INDIA.
Phone : 022-22654278 Fax : 022-22655210
E-mail : rajabahadur@gmail.com
Website : www.rajabahadur.com
CIN : L17120MH1926PLC001273



Date: September 04, 2020

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

Scrip code: 503127

Sub :- Notice of 94th Annual General Meeting of the members of the Company scheduled on September 29, 2020

Dear Sir/ Madam,

In compliance with the Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of 94th Annual General Meeting of the members of the Company scheduled to be held on Tuesday, September 29, 2020 at 03.30 p.m. IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

The said Notice is also uploaded on the Company's website at www.rajabahadur.com

Kindly take the above information on record.

Thanking you.

Yours faithfully,
For **Raja Bahadur International Limited**

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

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



RAJA BAHADUR INTERNATIONAL LIMITED

CIN No.: L17120MH1926PLC001273

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

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

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

NOTICE

NOTICE is hereby given that the 94th Annual General Meeting (AGM) of the Members of Raja Bahadur International Limited will be held through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') on Tuesday, 29th September, 2020 at 03.30 p.m.(IST) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mrs. Malvika S. Pittie (DIN - 00730352), who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS:

3. Re-appointment of Mr. Shridhar Pittie (DIN: 00562400) as Managing Director of the Company.

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

"RESOLVED THAT pursuant to Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, and subject to the approval of the Company in General Meeting, Mr. Shridhar Pittie (DIN: 00562400) be and is hereby appointed as Managing Director of the Company for a period of three years with effect from 30.06.2020 on the following remuneration (including the remuneration to be paid in the event of loss or inadequacy of profits during the tenure of his appointment) and terms and conditions as approved by the Nomination and Remuneration Committee:

- a) Salary : Rupees 5,00,000/- (Rs. Five Lakhs) per month.
- b) Commission: 1% Commission on net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013 as may be fixed by the Board subject to the ceiling limits laid down in Sections 197 of the Companies Act, 2013.
- c) Perquisites : In addition to the aforesaid salary, the Managing Director shall be entitled to the perquisites and allowances like free furnished accommodation or House Rent Allowance @ 60% of the salary in lieu thereof, house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishing, air conditioners, geysers, repairs, servants salaries, society charges and property tax, medical reimbursement and medical/accident insurance for self and family, leave travel concession for himself and his family, club fees, membership for professional bodies. He would be eligible to such other perquisites and allowance in accordance with rules of the Company or as may be decided by the Nomination & Remuneration Committee of Directors and agreed upon by the Managing Director. For the purpose of arriving at the ceiling limits as prescribed in the Schedule V of the Companies Act, 2013, the perquisites and allowances shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites will be evaluated at actual costs.

Where in any financial year during the currency of the tenure of Managing Director, the Company has made no profits or its profits are inadequate, the Company shall pay to the Managing Director, the above Salary and perquisites except commission not exceeding the ceiling limits prescribed in Schedule V of the Companies Act, 2013 as Minimum Remuneration.

FURTHER RESOLVED THAT approval of the Company be and is hereby also accorded for payment of remuneration to Managing Director within the maximum limits prescribed in Section I of Part II of Schedule V of the said Act in case the Company has adequate profits during any of the financial years during the tenure mentioned above.

- d) The Managing Director shall also be entitled to the following perquisites which shall not be included in the computation of the ceiling on remuneration specified herein above:
- i. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income tax Act, 1961.
 - ii. Gratuity payable at the rate not exceeding half a month's Salary for each completed year of service.

- iii. Earned privilege leave at the rate of one month's leave for every eleven months of service. The Managing Director shall be entitled to encash leave at the end of his tenure as Managing Director.
- iv. Provision for Car and Telephone at the residence of the Managing Director and Mobile Phones for the purpose of business of the Company and shall not be treated as perquisites.

“FURTHER RESOLVED THAT any one of the Directors of the company be and is hereby severally authorized to sign any documents or papers for the above and take all necessary actions to give effect to this resolution.”

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

Akash Joshi
Company Secretary
Membership No:- A40356

Place: Mumbai

Date: 28th July, 2020

Regd. Office:

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

CIN :- L17120MH1926PLC001273

NOTES:

1. In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated 5th May 2020 read with General Circulars Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 (collectively referred to as 'MCA Circulars') read with SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ('SEBI Circular') permitted the holding of the Annual General Meeting ('AGM') through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations) and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
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/reappointment as Director under Item No. 2 and 3 respectively, are annexed hereto.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF 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 this AGM and hence the Proxy Form, Attendance Slip and Route Map for the AGM are not annexed to this Notice.
4. Institutional Members are encouraged to attend and vote at this AGM through VC/OAVM. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM or vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to rajabhadur@gmail.com / investor@rajabhadur.com with a copy marked to evoting@nsdl.co.in.

5. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Shareholder and Transfer Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis. The Members will be able to view the proceedings on National Securities Depository Limited ('NSDL') e-voting website at www.evoting.nsdl.com.
6. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In compliance with the MCA Circulars and SEBI Circular dated 12th May 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 www.rajabahadur.com and website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The Notice and Annual Report 2019-20 is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://www.evoting.nsdl.com>.
8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
9. Benefits of Dematerialization:

Shares held in dematerialized form have several advantages like immediate transfer of shares, faster settlement cycle, faster disbursement of non-cash corporate benefits like rights, etc., lower brokerage, ease in portfolio monitoring, etc. Besides, no stamp duty is payable on transfer of shares held in demat form and risks associated with physical certificates such as forged transfer, fake certificates, bad deliveries, loss of certificates in transit, get eliminated. Since there are several benefits arising from dematerialization, we sincerely urge you to dematerialize your shares at the earliest, if you are still holding the shares in physical form.

As per Regulation 40 of SEBI 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. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, "Satellite Corporate Services Pvt. Ltd." for assistance in this regard.

10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name and email address, etc., to their Depository Participants only and not to Company's Registrar and Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar & Share Transfer Agents, Satellite Corporate Services Pvt. Ltd.

SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Satellite corporate services Pvt. Ltd.

Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to Satellite corporate services Pvt. Ltd., the details of such folios together with the share certificates and self-attested copies of PAN card of the holders for consolidating their holding in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form is enclosed herewith and is also available for download on the Company's website www.rajabahadur.com. Members are requested to submit the said form to Satellite Corporate Services Pvt. Ltd. at service@satellitecorporate.com in case the shares are held in physical form and Members holding shares in electronic form are requested to contact their respective Depository Participants for the same.

12. At the 91st AGM held on September 15, 2017, the members approved appointment of M/s. Jain P.C. & Associates, Chartered Accountants (Firm Registration No. 126313W) 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 Ninety-Sixth AGM. 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 Ninety-Fourth AGM.
13. Members who wish to inspect the relevant documents referred to in the Notice can send an email to rajabahadur@gmail.com / investor@rajabahadur.com / cs@rajabahadur.com up to date of this Meeting.

14. Registration of e-mail address permanently with Company/Depository Participant:

To support 'Green Initiative', Members who have not yet registered their e-mail addresses are requested to register the same with their concerned Depository Participants, in respect of electronic holding and with Company's Registrar & Share Transfer Agents, Satellite Corporate Services Pvt. Ltd., in respect of physical holding. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their Depository Participants/ Company's RTA to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.

15. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The facility of casting votes by a member using remote e-voting system before the Meeting as well as remote e-voting during the AGM, will be provided by NSDL.
16. The remote e-voting period commences on Saturday, 26th September, 2020 (9.00 a.m. IST) and ends on Monday, 28th September, 2020 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cutoff date i.e. Wednesday, 23th September, 2020 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently. The voting rights of Members (for voting through remote e-voting before the AGM and e-Voting during the

AGM) shall be in proportion to their shares held in the paid up equity share capital of the Company as on cut-off date i.e. Wednesday, 23th September, 2020.

17. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM at the AGM and Members participating at the AGM, who have not already cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, will be eligible to exercise their right to vote during such proceedings of the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM, but shall not be entitled to cast their vote again.
18. 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 before the AGM as well as remote e-voting during the AGM. Any person who is not a member as on the cut-off date should treat this Notice for information purpose only. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in.
19. The Chairman shall, at the AGM allow voting by use of remote e-voting system for all those Members who are present during the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility before the AGM. The remote e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
20. Ms. Jigyasa N. Ved (Membership No. FCS 6488) or failing her Mr. J. U. Poojari (Membership No. FCS 8102) of Parikh & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the remote e-voting before and during the AGM, in a fair and transparent manner.
21. The Scrutinizer shall, immediately after the conclusion of remote e-voting at the AGM, first count the votes cast during the Meeting, thereafter unblock the votes cast through remote e-voting before the Meeting and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
22. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rajabahadur.com and on the website of NSDL www.evoting.nsdl.com immediately after the results are declared and the same shall be communicated to BSE Limited, where the shares of the Company are listed.

23. Subject to the receipt of requisite number of votes, the Resolutions forming part of the AGM Notice shall be deemed to be passed on the date of the AGM i.e. Tuesday, 29th September, 2020.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@rajabahadur.com, rajabahadur@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@rajabahadur.com, rajabahadur@gmail.com.

A. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM or through the NSDL e-voting system and they may access the same at <https://www.evoting.nsdl.com> under the Shareholders/members login by using their remote e-voting credentials where the EVEN of the Company will be displayed. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush. Further, members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops 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 glitches.

3. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 94th AGM from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number to reach the Company's e-mail address at rajabahadur@gmail.com / investor@rajabahadur.com / cs@rajabahadur.com on or before 10th September, 2020. Such questions by the Members shall be suitably replied to by the Company.
4. The Company reserves the right to limit the number of Members asking questions depending on the availability of time at the AGM.
5. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at rajabahadur@gmail.com / investor@rajabahadur.com / cs@rajabahadur.com from Tuesday, 15th September, 2020 (9:00 a.m. IST) to Friday, 18th September, 2020 (5:00 p.m. IST). **Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.** The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
6. Members who need assistance before or during the AGM, can contact
 - NSDL on evoting@nsdl.co.in / 1800-222-990; or
 - Mr. Amit Vishal, Senior Manager - NSDL at amitv@nsdl.co.in/ 022-24994360/ +91 9920264780; or
 - Mr. Sagar Ghosalkar, Assistant Manager- NSDL at sagar.ghosalkar@nsdl.co.in/ 022-24994553/ +91 9326781467

B. INSTRUCTIONS FOR E-VOTING BEFORE/DURING THE AGM

➤ INSTRUCTIONS FOR REMOTE E-VOTING BEFORE THE AGM ARE AS UNDER:

The way to vote electronically on NSDL e-voting system consists of 'Two Steps' which are mentioned below:

Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your User ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if EVEN is 123456 and folio number is 001*** then User ID is 123456001***

5. Your password details are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit Client ID for NSDL account, last 8 digits of Client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned above for the shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the E-voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies E-voting Event Number (‘EVEN’) in which you are holding shares and whose voting cycle is in active status.
3. Select EVEN of the Company.
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

➤ **INSTRUCTIONS FOR E-VOTING DURING THE AGM ARE AS UNDER:**

1. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting, since the Meeting is being held through VC/OAVM.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting before the Meeting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.

General Guidelines for shareholders

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries/grievances pertaining to remote e-voting (before the AGM and during the AGM), you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager, NSDL, at evoting@nsdl.co.in / pallavid@nsdl.co.in, Tel: 91 22 2499 4545/ 1800222-990.

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

Akash Joshi
Company Secretary
Membership No:- A40356

Place: Mumbai

Date: 28th July, 2020

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:

The Board of Directors of the Company (the "Board") on recommendation of Nomination and Remuneration Committee had at their meeting held on June 25, 2020, re-appointed Shridhar Pittie as the Managing Director of the Company for a period of three years with effect from June 30, 2020 on the terms and conditions including remuneration as contained in the special resolution at item no. 3 in the accompanying notice. The said re-appointment of Shridhar Pittie and the payment of remuneration to him is subject to the approval of the Members of the Company.

Pursuant to Section 196, 197, 201 & 203 read with Schedule V of the Companies Act, 2013 and Rule 7 of the Companies (Appointment & Remuneration of Managerial Remuneration Personnel) Rules, 2014 framed and all other applicable provisions of the Companies Act, 2013, the remuneration payable to Shridhar Pittie is placed before the shareholders for their approval by way of a special resolution. Shridhar Pittie has varied & rich industrial experience. As the company stands to gain from his continuous participation and guidance, their re-appointment is beneficial to the company.

Additional information required to be given along with a Notice calling General Meeting as per sub para (B) of Section II of Part II of Schedule V of the Companies Act, 2013 is given hereunder:

I. General Information

(1) Nature of industry -	Real Estate Development and Construction.
(2) Date or expected date of Commencement of commercial production	The Company has been in the business of real estate development and construction for the past many years.
(3) In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable

(4) Financial performance based on given indicators	2019-20 Amount in Lakhs	2018-19 Amount in Lakhs	2017-18 Amount in Lakhs
Turnover	5667.00	1022.04	1035.19
Net profit /(Loss)(as computed under section 198)	3261.20	(1428.02)	(1361.42)
Net profit/ (Loss) as per profit and loss account	3261.20	(1428.02)	(1361.42)
Amount of Dividend paid	0	0	0
Rate of Dividend declared	0	0	0
Earning/ (Loss) before interest, depreciation & taxes	4595.97	(378.55)	(561.88)
% of EBIDT to turnover	81.08%	(37.04%)	(54.28%)
(5) Export performance and net foreign exchange collaborations	Nil		
(6) Foreign investments or collaborators, if any	Nil		
II. Information About The Appointee			
Name of the Directors	Mr. Shridhar Pittie		
Background Details:	Designation : Managing Director Father's name : Late Nandlal M. Pittie Nationality : Indian Date of Birth : 18/09/1952 Qualifications : DERE, B.A.(Hons), MBA (Finance) Experience : 49 years.		
Past remuneration	The gross remuneration paid to him in the year 2019-20 was Rs.57.89 Lakhs		
Recognition or awards	N.A.		
Job profile and his suitability	The Managing Director shall be responsible for the management of the whole affairs of the Company and to do all acts and things, which in the ordinary course of business, he considers necessary or proper or in the interest of the Company. Considering the above and having regard to age, qualifications, ability and experience and looking to the business requirement, the proposed remuneration is in the interest of the Company.		
Remuneration proposed	Salary Rs. 5,00,000/- per month plus perquisites.		

Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w. r. t. the country of his origin	Compared to the remuneration with respect to the industry, size of the Company etc. the remuneration proposed to be paid to him is very low.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	The Managing Director is one of the Promoter of the Company and he is not related to any other Directors except Mrs. Malvika S. Pittie, Director of the company. He holds 1,18,571 Equity shares of Rs. 100/- each of the company (47.43 %).

III. Other Information

(1)	Reasons of loss or inadequate profits	N.A.
(2)	Steps taken or proposed to be taken for improvement	N.A.
(3)	Expected increase in productivity and profits in measurable terms.	N.A.

IV. Disclosures :

The remuneration of Mr. Shridhar Pittie and other details have been disclosed in the resolution. The Company does not have any scheme for grant of stock options. Accordingly, special resolution at item no. 3 of the accompanying notice is proposed for the approval of the members of the company. Mr. Shridhar Pittie is interested in the said resolution as it relates to his own appointment. Mrs. Malvika S. Pittie, Director is interested being relative (wife) of Mr. Shridhar Pittie. None of the other Directors, Key Managerial Personnel and their relatives are interested in the said resolution.

Information as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India with respect to General Meetings

Name of the Director	Mrs. Malvika S. Pittie	Mr. Shridhar Pittie
DIN	00730352	00562400
Date of Birth	22-11-1963	18-09-1952
Date of first appointment on the Board	26 th May, 2015	30 th June, 1998
Qualifications	M.Sc. Foods & Nutrition	DERE, B.A. (Hons.), MBA (Finance)
Expertise	Corporate Field	Corporate Field
Number of Meetings of the Board attended during the year	Five	Five
List of Directorship /Membership /Chairmanship of Committees of other Board	Directorship: Private Companies- 1. Pittie Electronics Private Limited 2. Mukundlal Bansilal And Sons Private Limited 3. Shree Nand Trading Company Private Limited 4. Samudra Enterprise Private Limited	Directorship: Private Companies- 1. Samudra Enterprise Private Limited 2. Ashwin Petrochemicals Private Limited 3. Dattatreya Pharmaceuticals Private limited 4. Rovik Shipping Private Limited 5. Mukundlal Bansilal And Sons Private limited 6. Shree Nand Trading Company Privatelimited 7. Pittie Electronics Private Limited Public Companies - 1. India Gelatine And Chemicals Ltd
Shareholding in Raja Bahadur International Limited	12,431	1,18,571
Relationship between directors inter-se	Wife of Mr. Shridhar Pittie, Managing Director of the Company	Husband of Mrs. Malvika S. Pittie, Director of the Company

Past remuneration	-	The gross remuneration paid to him in the year 2019-20 was Rs.57.89 Lakhs
Remuneration proposed	-	Salary Rs. 5,00,000/- per month plus perquisites
Terms and Conditions of appointment	In accordance with Nomination & Remuneration Policy	As stated in the Explanatory Statement.

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

Akash Joshi
Company Secretary
Membership No:- A40356

Place: Mumbai
Date: 28th July, 2020