



## RAJA BAHADUR INTERNATIONAL LIMITED

CIN No.: L17120MH1926PLC001273

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

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

Email ID: [investor@rajabahadur.com](mailto:investor@rajabahadur.com), website: [www.rajabahadur.com](http://www.rajabahadur.com)

### NOTICE

**NOTICE** is hereby given that the Ninetieth Annual General Meeting of the Members of Raja Bahadur International Limited will be held at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20 Kaikhushru Dubash Marg, Mumbai – 400 001 on Monday, 18<sup>th</sup> July, 2016 at 4:00 p.m. to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of Accounts for the year ended as at 31st March, 2016 together with the Reports of the Board of Directors and the Auditor's thereon.
2. To appoint a Director in place of Mrs. Malvika S. Pittie (holding DIN - 00730352), who retires by rotation and is eligible for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s J.K. Doshi & Co. Chartered Accountants (Firm Registration No.102720W), be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting of the Company at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

#### SPECIAL BUSINESS:

4. To adopt new set of Articles of Association of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the new set of Articles of Association of the Company be and is hereby adopted in substitution for, and to the exclusion of the existing set of Articles of Association."

By order of the Board  
For Raja Bahadur International Limited

Place: Mumbai

Date: 30<sup>th</sup> May, 2016

Regd. Office: Hamam House, 3<sup>rd</sup> Floor,  
Ambalal Doshi Marg, Fort,  
Mumbai – 400 001.

Rohit Taparia  
Company Secretary

## NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING 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 (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 and 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 Statement setting out material facts pursuant to section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the Meeting and the information required in respect of appointment/ re-appointment of directors as per Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and the Secretarial Standards – II on General Meetings under item 4 and 2 are annexed hereto respectively.
- 3) Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 am to 1.00 pm up to the date of the Annual General Meeting.
- 4) 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.
- 5) 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 Annual General Meeting.
- 6) The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 16<sup>th</sup> July, 2016 to Monday, 18<sup>th</sup> July, 2016 (both days inclusive).

- 7) 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.

- 8) The Securities and Exchange Board of India (SEBI) has mandated submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s) with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN details to the Company / RTA.
- 9) Members may also note that the Notice of 90th Annual General Meeting and the Annual Report for the year 2015-16 are also available on the Company's Website: [www.rajabahadur.com](http://www.rajabahadur.com) for download.
- 10) The Notice of the AGM along with the Annual Report 2015-16 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.
- 11) 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.
- 12) A route map showing directions to reach the venue of the 90<sup>th</sup> AGM is given at the end of this Notice.
- 13) The instructions for members for voting electronically are as under:- Change this full as many correction
1. In case of members receiving e-mail:
- (i) The voting period begins on Friday, 15<sup>th</sup> July, 2016 (10.00 a.m.) and ends on Sunday, 17<sup>th</sup> July, 2016 (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 Monday, 11<sup>th</sup> July, 2016 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 not be entitled to vote at the meeting venue.
  - (iii) Log on to the e-voting website [www.evotingindia.com](http://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](http://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 <b>OR</b> 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) 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.
  - (xx) 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](http://www.evotingindia.co.in) 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](mailto: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](mailto: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](mailto:investor@rajabahadur.com).
2. In case of members receiving the physical copy:
- (i) Please follow all steps from sl. no. (i) to sl. no. (xvii) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) .
    - B. The remote e-voting period commences on Friday, 15<sup>th</sup> July, 2016 (10:00 am) and ends on Sunday, 17<sup>th</sup> July, 2016 (5:00 pm). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, 11<sup>th</sup> July, 2016, 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. Members who wish to cast vote through physical ballot form, should send such form to the Scrutinizer so as to reach him not later than Sunday, 17<sup>th</sup> July, 2016 (5:00 pm). The members who do not cast vote through remote e-voting or through ballot form sent herewith can 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 11<sup>th</sup> July, 2016. 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, voting through ballot form as well as voting at the meeting through ballot.
- 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](mailto: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](http://www.evotingindia.com).
- 14) Ms. Jigyasa Ved, Practicing Company Secretary (Membership No. FCS 6488) failing her, Mr. J. U . Pojari (Membership No. FCS 8102) of Parikh & Associates, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- 15) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Ms. Jigyasa Ved , Practicing Company Secretary (Membership No. FCS 6488) failing her, Mr. J.U.Poojari, Practicing Company Secretary (Membership No. FCS 8102) of Parikh & Associates, at the address of the Registrar and Share transfer agent of the Company, M/s Satellite Corporate Services Pvt. Ltd., B- 302, Sony Apartment, Opp. ST Jude High School, Off. Andheri Kurla Road, Jarimari, Sakinaka, Mumbai 400 072 not later than Sunday, 17<sup>th</sup> July, 2016 (5:00 pm). Ballot Form received after this date will be treated as invalid.
- A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- 16) 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.
- 17) 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](http://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. The results will also be displayed on the Notice board at the Registered Office of the Company.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice:

**Item No. 4:**

**Adoption of new set of Articles of Association (AoA) of the Company:**

Many of the regulations contained in the existing of the Articles of Association (AOA) of the company have become redundant and not in conformity the provisions of Companies Act, 2013 and Rules made thereunder. It was therefore proposed to adopt a new set of AOA in place and substitution of existing AOA.

A special resolution at item No. 4 of the accompanying Notice is proposed pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013. The Board commends the Special Resolution for approval by the members of the company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the said Resolution.

A draft of the new of AOA is available for inspection by the members of the company at the registered office of the company between 11.00 a.m to 4.00 p.m.

**Item No. 2:**

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

[In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mrs. Malvika S. Pittie
DIN	00730352
Date of Birth	22-11-1963
Date of first appointment on the Board	26 <sup>th</sup> May, 2015
Qualifications	M.Sc. Foods & Nutrition
Expertise	Corporate Field
Number of Meetings of the Board attended during the year	Four
List of Directorship / Membership / Chairmanship of Committees of	Directorship:Private Companies- 1. Pittie Electronics Private Limited 2. Mukundlal Bansilal And Sons Private Limited 3. Shree other Board Nand Trading Company Private Limited 4. Samudra Enterprise Private Limited
Shareholding in Raja Bahadur International Limited	12341 shares
Relationship between directors inter-se	Wife of Mr. Shridhar Pittie, Managing Director of the Company
Terms and Conditions of appointment	In accordance with Nomination & Remuneration Policy.

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

**Place:** Mumbai  
**Date:** 30<sup>th</sup> May, 2016

Rohit Taparia  
**Company Secretary**

**Regd. Office:** Hamam House, 3<sup>rd</sup> Floor,  
Ambalal Doshi Marg, Fort,  
Mumbai – 400 001.

Route-Map to the venue of the Annual General Meeting:

Land Mark: Kala Ghoda

