

# RAJATH FINANCE LIMITED

[CIN: L65910GJ1984PLC007486]

Regd. Office: 208-215, Star Plaza, Phulchhab Chowk, Rajkot-360001, Gujarat, India.

Phone No. 0281 2447800, Email: [rajathfin@hotmail.com](mailto:rajathfin@hotmail.com), [www.rajathfinance.in](http://www.rajathfinance.in)

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## NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member(s),

Notice is hereby given pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification (s) or re-enactment thereof, for the time being in force) ("the Rules") and the Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 to the members of Rajath Finance Limited to accord through Postal Ballot/e-Voting their approval to the following Ordinary Resolution and Special Resolution :

The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.

❖ **Special Business:**

1. **To sell or otherwise dispose off the Office premises of the Company :-**

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

"**RESOLVED THAT** in pursuance of provisions of Section 180(1)(a), of the Companies Act, 2013 (as amended or re-enacted from time to time) and other applicable provisions read with The Companies (Meeting of Board and its Powers) Rules, 2014, and other Rules made under the Companies Act, 2013, and also subject to provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and provisions as contained in the Memorandum and Articles of Association of the Company, if any and subject to the approval of Members in General Meeting the consent is hereby accorded to Board of Directors of the Company to sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the company, or where the company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking sell/dispose off the Office/ Office number (s) from 208 to 215, situated at Star Plaza, Phulchhab Chowk, Rajkot-360001 Gujarat, India on such terms & conditions as may be finalised"

"**RESOLVED FURTHER THAT** the Board of Directors (including any committee) as a going concern or otherwise, at such value and on such terms and conditions as may be decided by the Board of Directors with the power to the Board of Directors to finalise and execute necessary documents including agreements, deeds of assignment/conveyance and other documents and to do all such other acts, deeds, matters and things as may be deemed necessary and expedient in their discretion for completion of sell of the said Property and documents for selling the said property.

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred in such manner as they may deem fit to give effect of said resolution."

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## 2. To enter into transaction with related party for sell of immovable property

To consider and if thought fit, to pass with or without modification following Resolution as an **Ordinary Resolution**

**“RESOLVED THAT** in pursuance of provisions of Section 188, and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with The Companies (Meeting of Board and its Powers) Rules, 2014 and also subject to provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and provisions as contained in the Memorandum and Articles of Association of the Company and subject to such approvals, consents, sanctions and permission as may be necessary, consent of the members of the Company be accorded to the Board of Directors of the Company to enter into contracts and/or agreement with Related parties as defined under the Act with respect to sell of Office/ Offices number (s) from 208 to 215, situated at Star Plaza, Phulchhab Chowk, Rajkot-360001 Gujarat, India to Mr. BhavdeepVala, [DIN: 00153775] Director, of the Company, being a related party in the transaction”

**“RESOLVED FURTHER** That Board of Directors of the company be and are hereby authorized to take such steps as may be necessary for obtaining approval and to sign and execute required document as may be required on behalf of the company and to do all acts, deeds and matters as may be necessary, for giving effect to this Resolution”.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all things, deeds, acts which may be necessary in this connection.”

Date : 17/01/2019

Place : Rajkot

By Order of the Board of Directors,  
For, Rajath Finance Limited

SD

(HITESH BAGDAI)  
Managing Director  
DIN: 00575732

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## Notes :

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Rules made thereunder setting out material facts concerning the Resolution is annexed hereto.
2. The Board of Directors through resolution passed by circulation on 7th January, 2019 has appointed CS Binal Patel (ACS 55252, CoP 20793), Practicing Company Secretary, to act as Scrutinizer for conducting Postal Ballot in a fair and transparent manner.
3. The Postal Ballot Notice alongwith the Postal Ballot Form is being sent by Speed Post / Registered Post/Courier / Email to all the Members, whose names appear in the Register of Members / list of beneficial ownership maintained by the Depositories namely, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on Friday, 25th January, 2018 (cut-off date) and voting rights shall be reckoned on the paid up value of shares registered in the name(s) of the shareholder(s) / Beneficial Owner(s) as on the same date. Members may note that this Notice will be made available on the Company's website.
4. A member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Company in the enclosed self-addressed stamped envelope. Envelopes containing postal ballots, if deposited in person or sent by the courier at the expense of shareholder will also be accepted.
5. The Self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
6. The Postal Ballot Form should be completed and signed by the shareholder. In case of the joint shareholding, the Postal Ballot forms should be signed the First shareholder and in his absence, by the next named shareholder(s). Any Unsigned Postal Ballot Form will be rejected.
7. When the postal ballot form has been signed by an authorized representative of a body corporate, a certified true copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form. A member may sign the Form through an attorney appointed specifically for this purpose, in which case an attested true copy of Power of Attorney should be attached to the postal ballot form.
8. A shareholder need not use all his votes nor does he need to cast all his votes in the same way.
9. Duly completed envelopes addressed to the Scrutinizer containing the Postal Ballot Format should reach the Registered Office of the Company not later than the close of working hours on Saturday 2<sup>nd</sup> March, 2019. All Postal Ballot Forms received after the above date will be treated as if Reply / Postal Ballot Form from such shareholder have not been received.
10. A shareholder may request for duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the scrutinizer not later than the date specified at item 6 above.

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11. In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.
12. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those members who have registered their e-mail address with the Company, in respect of shares held in physical form or with their Depository Participant(s) (DP) in respect of shares held in electronic form and made available to the Company by the Depositories. Members who have not registered their e-mail addresses will receive this Postal Ballot Notice alongwith the Postal Ballot Form through Post/Courier.
13. Kindly note that the Members can opt for only one mode of voting i.e., either by physical Postal Ballot or e-voting. If the Members opt for e-voting, then they should not vote by physical Postal Ballot and vice versa. However, in case Members cast their vote both by physical Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting done by physical Postal Ballot will be treated as invalid.
14. In case a Member is desirous of obtaining Postal Ballot in printed form or duplicate one, then the Member may write to the Registrar and Transfer Agent (R&T) or send an e-mail to [rajathfin@hotmail.com](mailto:rajathfin@hotmail.com). The R&T/ Company shall forward the same alongwith self-addressed pre-paid postage Business Reply Envelope to the Member.
15. All documents referred to in this Postal Ballot Notice and Explanatory Statement setting out material facts are open for inspection to the Members at the Registered Office of the Company between 10.00 a .m. to 12.00 noon on all working days except Saturdays, Sundays and National Holidays from the date hereof upto Saturday, 2<sup>nd</sup> March, 2019.
16. The Postal Ballot Notice is also being published in Free Press Journal other Newspapers, Rajkot and/or Ahmedabad publication and the same has been uploaded on the Company's website viz., [www.rajathfinance.in](http://www.rajathfinance.in) and <https://www.evoting.nsdl.com>
17. Voting rights of the Members shall be in proportion to their shares in the total paid up equity capital of the Company as on Friday, 25<sup>th</sup> January, 2019.
18. A shareholder cannot exercise his/her vote by proxy on / through Postal Ballot.
19. The duly completed Postal Ballot forms should reach the Scrutinizer not later than 5.00 p.m. on Saturday 2<sup>nd</sup> March, 2019 to be eligible for being considered, failing which it will be treated as if no reply has been received from the member.
20. The Scrutinizer will submit his report to the Chairman or Company Secretary after completion of the scrutiny and the result of the Postal Ballot will be announced within 2 working days from the completion / Closure of voting process, at the Registered office of the Company. The result of the Postal Ballot alongwith the Scrutinizer's Report will also be displayed on the

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Company's website [www.rajathfinance.in](http://www.rajathfinance.in) and shall be communicated to the Stock Exchanges where the Company's equity shares are listed.

21. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot form will be final and binding.
22. In terms of clause 16.6.3 of Secretarial Standard-2, the Resolution, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e. Saturday, 2nd March, 2019, in the event, the draft resolution is assented to by the requisite majority of shareholders.
23. Instructions for voting :
  - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2017 as amended by the Companies (Management and Administration) Amendment Rules 2015 and as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the listing agreement, the Company is pleased to provide members facility to exercise their right to vote at the Postal ballot by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
  - ii. The e-voting facility will be commenced on Friday, 1st February, 2019 at 9.00 a.m. and will end on Saturday, 2nd March, 2019 at 5.00 p.m. The cut-off date for the purpose of ascertaining the eligibility of members to avail e-voting facility is Friday 25th January, 2019. The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
  - iii. Attention is invited to the statement on the accompanying Notice that all businesses at the meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means.
  - iv. Please read the instructions given below before exercising the vote.
  - v. Open the PDF file "e-Voting.pdf" with your client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
  - vi. If you are already registered with NSDL for e-voting then you have to use your existing user ID and Password/ PIN to cast your vote.
  - vii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
  - viii. Click on "Shareholder - Login"
  - ix. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - x. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - xi. Home page of e-voting opens. Click on "e-Voting: Active Voting Cycles".
  - xii. Select "EVEN" (E-voting Event Number) of Rajath Finance Limited
  - xiii. Now you are ready for e-voting as Cast Vote page opens.

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- xiv. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- xv. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xvi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xvii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [csbinal@gmail.com](mailto:csbinal@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

In case of any queries, related to website or other issues you may contact NSDL Help Desk at Tel No.(Toll Free) 1800-222-990 / e-mail at [helpdesk@nsdl.co.in](mailto:helpdesk@nsdl.co.in)

**Contact:** Mr. Mandar Gayakwad - 022-24994559 / Ms. Pallavi Majtre - 022-24994545 / Mr. Rajeev Ranjan - 022-24994738

**Mail at:**

National Securities Depository Limited,  
TradeWorld, 'A' Wing, 4th Floor,  
Kamala Mills Compound,  
Senapati Bapat Marg, Lower Parel,  
MUMBAI 400 013

**Email at:** [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

- xviii. CS Binal Patel (ACS 55252, CoP 20793), Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

**Date : 17/01/2019**

**Place : Rajkot**

**By Order of the Board of Directors,  
For, Rajath Finance Limited**

**SD  
(HITESH BAGDAI)  
Managing Director  
DIN: 00575732**

Encl.:

1. Resolutions along with Explanatory Statement
2. Postal Ballot Form and self addressed postage pre-paid envelop

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## **Item No. 1& 2: Explanatory Statement Pursuant to Section 102 of the Companies Act 2013:**

Members are aware that the Company's main business is providing financial services such as loans, leasing finance etc. However, due to adverse economic scenario since few years, the business of the Company is significantly affected. Further, the Company has offices vide Office No. 208-215, Star Plaza, Phulchhab Chowk, Rajkot, having carpet area 177.60 Sq Meter, CP Survey Word No. 16, CP Survey No 2547 paiki. Members are aware that these offices are not required now looking into the business scale of the Company. Further, the Board was considering to sell or dispose off the office to suitable buyer. Shri BhavdeepVala, Director, had shown interest to purchase all offices at price of Rs.55,00,000/-. Further, as per valuation Report received Chartered Engineers, Rajkot, the valuation of the said offices is Rs.51,50,000/-

Members are aware that as the said offices are main place of business of the Company, it is required to obtain prior approval of Members under Section 180(1)(a) of the Companies Act, 2013, is required. Further, the said office is proposed to be sold to Shri BhavdeepVala, Director, and hence, the said transaction is also falling in ambit of Section 188 of the Companies Act, 2013, as the said transaction is related party transaction beyond the threshold limit as specified in the Section/ allied Rules. It is clarified that the transaction will be at arm's length. However, as the amount is significant, it is proposed to obtain approval from Members prior to entering into any transaction as such.

Members may note that Resolution u/s 180(1)(a) is proposed to be passed as a Special Resolution, whereas Resolution u/s 188 is proposed to be passed as an Ordinary Resolution.

None of the Directors of the Company except Mr. Bhavdeep Vala, is interested in the said Resolution.

Further, the original Sale deed, the Valuation Report of the Chartered Engineer, and other documents are available for inspection at the Registered office during working hours between 10.30 am and 3.00 pm from Monday to Saturday.

Date : 17/01/2019

Place : Rajkot

By Order of the Board of Directors,  
For, Rajath Finance Limited

SD  
(HITESH BAGDAI)  
Managing Director  
DIN: 00575732

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## POSTAL BALLOT FORM

(to be returned to the Scrutinizer appointed by the Company)

Postal Ballot No. ....

1)	Name and Registered Address of the Shareholder (s) (In case of joint holder, first named)			
2)	Name (s) of Joint Shareholder(s) if any			
3)	Registered Folio No./DP ID /Client ID* (*applicable only to members holding shares in demat form)			
4)	Number of equity share(s) held :			
5)	I/We hereby exercise my/our vote in respect of the Special Resolution and Ordinary Resolution enumerated below to be passed through Postal Ballot as stated in the Notice dated 17 <sup>th</sup> January, 2019 issued by the Company by conveying my / our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below:			
Sl. No.	Description of Resolution	No. of Equity Share held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	To sell or otherwise dispose off the Office premises of the Company			
2	To enter into transaction with related party for sell of immovable Property.			

Place : .....

Date : .....

.....  
(Signature of the Member)

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## ELECTRONIC VOTING PARTICULARS

For E-voting:

EVSN (Electronic Voting Sequence Number)	User ID	Password

E-mail address: \_\_\_\_\_ (To be provided by the Members holding equity shares in physical form.)

### **Important Note :**

Please read the instructions given overleaf and in the Notes to the Postal Ballot notice dated 18th January, 2019, carefully before exercise your vote. The Last date for the receipt of Postal Ballot forms by the Scrutinizer is the complete and return this form to the Scrutinizer at the Registered Office of the Company by using the enclosed postage pre-paid self-addressed envelope. Last Date for receipt of this Postal Ballot Forms by Scrutinizer is 2nd March, 2019.

### **Instructions for filling Postal Ballot Form:**

- i. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed pre-paid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.
- ii. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his / her absence, by the next named Member. In case the Postal Ballot Form is signed through a delegate / authorized representative, a copy of the power of attorney shall be annexed to the Postal Ballot Form.
- iii. Duly completed and signed Postal Ballot Form should reach the Scrutinizer on or before the close of working hours on Saturday, 2nd March, 2019. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member(s) has not been received.
- iv. There will be only one Postal Ballot Form for every folio irrespective of the number of joint holder(s). Postal Ballot cannot be exercised by a proxy.
- v. In case of shares held by companies, trusts, societies etc. the duly completed Ballot Form should be accompanied by a relevant Board Resolution / Authority Letter duly certified / attested by authorized signatory/ (ies).

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- vi. A member may request for a duplicate Postal ballot form, if so required. However, the duly filed in duplicate Postal Ballot Form should reach the Scrutinizer on or before the close of working hours on Saturday, 2nd March, 2019.
- vii. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed pre-paid postage Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer and the Company would not be liable to acknowledge or act on the same.
- viii. A member need not use all the votes or cast all the votes in the same way. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Friday 25th January, 2019.
- ix. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding on the concerned Member and the Company.
- x. The company is also offering e-voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-voting has been enumerated in the Notes to the Postal Ballot Notice dated 17th January, 2019 of the Company.
- xi. This Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
- xii. A Member can opt for only one mode of voting, i.e. either by post or through e-voting. If a Member casts votes by both modes, then voting done through e-voting shall prevail and voting done by Post will treated as invalid.
- xiii. The result of the Postal Ballot shall be declared in two workings after completion of last date of ballot / evoting procedure (i.e 2nd March, 2019). In terms of clause 16.6.3 of Secretarial Standard 2, the Resolution, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e. Saturday, 2nd March, 2019, if approved by the requisite majority as mandated under the relevant provisions of the Companies Act, 2013 and Rules made thereunder.
- xiv. The votes of a Member will be considered invalid on any of the following grounds:
  - a) If the Postal Ballot form has not been signed by or on behalf of the Member;
  - b) If the Members signature does not tally;
  - c) If the Member has marked his / her its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceed total number of shares held;
  - d) If the Member has made any amendment to the Resolution or imposed any condition while exercising his / her vote;
  - e) If the Postal Ballot Forms is incomplete or incorrectly filled;

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- f) If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent' or if the signature could not be verified, or one or more of such grounds;
- g) If the Postal Ballot form used is other than the one issued by the Company.