

RAJKOT INVESTMENT TRUST LIMITED

(CIN: L65910GJ1982PLC005301)

Regd. Office: 526, Star Chambers, Harihar Chowk, Rajkot -360001, Gujarat.

Corp. Office: M-23, Super Tex Tower. Opp., Kinney Talkies, Ring Road, Surat- 395002, Gujarat.

Contact No. +91 8128172521, Website: www.ritl.co.in, E-mail: rajkotitltd@gmail.com

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting ('EGM') of the Members of **Rajkot Investment Trust Limited** ("Company") will be held on Monday, 13th February, 2023 at 02:30 pm at the corporate office of the Company situated at -23, Super Tex Tower. Opp., Kinney Talkies, Ring Road, Surat-395002, Gujarat, to transact the following businesses:

SPECIAL BUSINESSES:

ITEM NO. 1: TO APPOINT MR. HEMANTKUMAR N. PATEL (DIN: 09851470) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to give your assent/dissent to the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (the “Act”)(including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 16(1)(b) and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and Nomination and Remuneration Policy of the Company, **Mr. Hemantkumar N. Patel** (DIN-09851470), who was appointed as an Additional Director of the Company with effect from January 13, 2023 pursuant to Section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being so eligible, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five (5) years with effect from 13th January, 2023 to 12th January, 2028 and that he will not be liable to retire by rotation.

RESOLVED FURTHER THAT approval of the Members be accorded to the Board of Directors (which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

ITEM NO. 2 – TO APPOINT MRS. MOSAMBEN KEYUR MEHTA (DIN: 09757064) AS MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit, to give your assent/dissent to the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to provision of Section 196, 197, 198 and 203 and all other applicable provisions of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or re-enactment thereof), from time being in force, read with Schedule V of the Companies Act, 2013, including rules framed thereunder (the “Act”), consent of the Company be and is hereby accorded to appoint Mrs. Mosamben Keyur Mehta (DIN-09757064), as an Managing Director of the Company, to hold the office for

a period of 3 (Three) years effective from January 13, 2023, to January 12, 2026 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 (Three) years from the date of appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mrs. Mosamben Keyur Mehta.

RESOLVED FURTHER THAT the remuneration payable to Mrs. Mosamben Keyur Mehta (DIN: 09757064) shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time;

RESOLVED FURTHER THAT any of the Director of the Board be and is hereby authorized to sign and submit necessary e-Forms with the Registrar of Companies, Gujarat and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

ITEM NO. 3: APPOINTMENT OF M/S. C.P. JARIA & CO., CHARTERED ACCOUNTANTS AS A STATUTORY AUDITOR FOR FY 2022-23 TO FILL CASUAL VACANCY:

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), members of the meeting, as recommended by the Board of Directors of the company their meeting held on 14th November, 2022, the consent of the Members of the Company be and are hereby accorded to appoint M/s. C.P. Jaria & Co., Chartered Accountants (FRN: 104058W) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Kaushal & Agrawal., Chartered Accountants (FRN: 008846C). .

RESOLVED FURTHER THAT M/s. C.P Jaria & Co., Chartered Accountants (Firm Registration No. 104058W), be and are hereby appointed as the Statutory Auditors of the Company till the conclusion of the ensuing Annual General Meeting and that he shall conduct the Statutory Audit for the period ended 31st March, 2023.

RESOLVED FURTHER THAT any of the Directors of the Company, be and is hereby authorized to sign and submit e-Form ADT-1 with Registrar of Companies, Ahmedabad and to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this resolution”

ITEM NO. 4: TO CHANGE IN CATEGORY OF MR. SHRIKRISHNA BABURAM PANDEY (DIN-07035767) FROM EXECUTIVE TO NON EXECUTIVE DIRECTOR OF THE COMPANY

To consider and if thought fit, to give your assent/dissent to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 152 and all other applicable provisions of the Companies Act ,2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force) as proposed and recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company respectively, the consent of the Members of the

Company be and is hereby accorded to change in category of Mr Shrikrishna Baburam Pandey (DIN: 07035767) from Executive Director to Non-Executive Director with effect from January 13, 2023 who shall be liable to retire by rotation. .

RESOLVED FURTHER THAT any of the Director of the Company be and is hereby authorised to sign and submit necessary e-Forms with Registrar of Companies, Gujarat and take such steps and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

Registered Office:
526, Star Chambers,
Harihar Chowk,
Rajkot – 360001, Gujarat

Place: Rajkot
Date:13/01/2023

By Order of the Board of Directors
Rajkot Investment Trust Limited

Sd/-

Mosamben Keyur Mehta
Managing Director
(DIN: 09757064)

NOTES:

- 1) The Extra Ordinary General Meeting (EOGM) will be held on Monday, February 13, 2023 at 02.30 p.m. (IST) at the Corporate Office of the Company at M-23, Super Tex Tower Opposite Kinney Talkies, Ring Road, Surat-395002 Gujarat.
- 2) A member entitled to attend and vote at the Extra Ordinary General Meeting is entitled to appoint a proxy/proxies to attend and vote on a poll instead of himself/herself and such proxy/ proxies need not be a member of the company. Duly completed instrument of proxies in order to be effective must be reached the registered office of the Company not less than 48 hours before the scheduled time of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company, provided a member holding more than 10% of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
- 3) Members/proxies are requested to bring their copy of Notice to the Meeting and bring in duly filled attendance slips enclosed herewith to attend the meeting. Shareholders/ Proxy holders are requested to produce at the entrance, duly filled and signed attendance slips for admission to the Meeting Hall.
- 4) Attendance Slip, proxy form and the route map of the venue of the Meeting are annexed hereto along with this Notice.
- 5) A remote e-voting facility for the members shall also be provided in terms of Section 108 of the Companies Act, 2013 and rules made there under and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise the right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 6) In terms of the provisions of Section 152 of the Act, Mr. Hemantkumar Naginbhai Patel (DIN: 09851470), Mosamben Keyur Mehta (DIN: 09757064) and Shrikrishna Baburam Pandey (DIN:07035767) himself/herself and his/her relatives shall be deemed to be interested in the Resolutions set out at Item No.1, Item No.2 and Item No.4 of the Notice of Extra Ordinary General Meeting with regard to her appointment.
- 7) A detailed profile of along with additional information required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meetings is provided separately by way of an Annexure to the Notice of Extra Ordinary General Meeting.
- 8) Corporate members intending to send their authorized representative to attend the Extra Ordinary General Meeting are requested to ensure that the authorized representative carries a certified copy of the Board resolution, Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Extra Ordinary General Meeting.
- 9) The statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to the Special Business to be transacted at the meeting, is annexed hereto.
- 10) The Notice of the Extraordinary General Meeting ('EOGM') is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant ("DPs")/ Registrar and Transfer Agent (RTA) in accordance with the aforesaid MCA and SEBI Circulars. Members may note that the Notice of Extraordinary General Meeting will also be available on the Company's website i.e. www.ritl.co.in and on the websites of the Stock Exchange i.e. BSE Platform at www.bseindia.com.

- 11) All 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 during business hours up to the date of the Extraordinary General Meeting.
- 12) In case of joint holders attending the Extraordinary General Meeting, 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.
- 13) Members seeking any information are requested to write to the Company at least 7 days before the meeting so as to enable the management to keep the information ready.
- 14) Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
- 15) **Process and manner for members opting for voting through Electronic means:**
 1. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020, May 05, 2022 and December 28, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Extraordinary General Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”) as the authorised e-Voting agency for facilitating voting through electronic means. The facility of casting votes by members using remote e-voting will be provided by CDSL.
 2. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, February 06, 2023 shall be entitled to avail the facility of remote e-voting. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
 3. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the Extraordinary General Meeting and prior to the Cut-off date i.e. Monday, February 06, 2023 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting by following the procedure mentioned in this part.
 4. The remote e-voting will commence on Friday, February 10, 2023 at 09.00 a.m. and will end on Sunday, February 12, 2023 at 5.00 p.m. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Monday, February 06, 2023 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter.
 5. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
 6. Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

7. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Monday, February 06, 2023.

16) Process for those members whose email ids are not registered:

a) For members holding shares in Physical mode

Please provide necessary details like 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 rajkotitld@gmail.com.

b) Members holding shares in Demat mode:

Please provide Demat account details (CDSL-16digit beneficiary ID or NSDL-16 digit DPID + CLID), 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) by email to rajkotitld@gmail.com.

17) The instructions for shareholders for remote voting are as under:

1. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
2. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
3. Those Members who will be present in the Extra Ordinary General Meeting physically and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote at the Extra Ordinary General Meeting.
4. The Members who have casted their vote by remote e-Voting prior to the Extra Ordinary General Meeting may also attend/ participate in the Extra Ordinary General Meeting physically but shall not be entitled to cast their vote again.
5. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holds shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com by mentioning their demat account number/ folio number, PAN, name and registered address. However, if he/ she is already registered with CDSL for remote e-Voting then he/ she can use his/ her existing User ID and password for casting the vote.
6. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the Annual General Meeting and prior to the Cut-off date i.e. Monday, February 06, 2023 shall be entitled to exercise his/her vote at the Extra Ordinary General Meeting.

7. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

TYPE OF SHAREHOLDERS	LOGIN METHOD
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi/Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer/ Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4) Alternatively, the user can directly access E-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the Annual General Meeting.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IdeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the</p>

	meeting.
	2) If the user is not registered for IDeAS e-services, option to register is available at https://eservices.nsdl.com . Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp .
	3) 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. Once the home page of e-Voting system is launched, click on the icon“Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication ,you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting& voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-voting service provider name and you will be redirected toe-voting service provider’s website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical Issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request athelpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request atevoting@nsdl.co.in or call at toll free no.: 1800 1020990 and 1800 22 44 30

v. Login method for e-Voting other than individual shareholders & physical shareholders

1) The shareholders should log on to the e-voting website www.evotingindia.com.

- 2) Click on Shareholders
- 3) 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
- 4) Next enter the Image Verification as displayed and Click on Login
- 5) 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
- 6) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10digit alpha-numeric PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • 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).

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- viii. For Members holding shares in physical form, the details can be used only for e-voting on there solutions contained in this Notice.
- ix. Click on the EVSN for the relevant < RAJKOT INVESTMENT TRUST LIMITED > on which you choose to vote.
- x. 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.

- xi. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - xii. 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.
 - xiii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - xiv. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - xvi. Shareholders can also cast their vote using CDSL’s mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting through your mobile.
 - xvii. 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.com and register themselves in the “Corporates” module.
 - 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, 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 mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- 18) The Company has appointed CS Vishwas Sharma, Practising Company Secretary (ACS: 33017; CP No: 16942), to act as the Scrutinizer for conducting the remote e-voting process for the Extraordinary General Meeting in a fair and transparent manner.
- 19) The declared Results, along with the Scrutinizer’s Report will be submitted with the Stock Exchanges where the Company’s equity shares are listed (i.e. Bombay Stock Exchange of India Limited) and shall also be displayed on the Company’s website i.e. www.ritl.co.in and on the website of BSE i.e. www.bseindia.com.
- 20) Every member entitled to vote at the meeting, or on any resolution to be moved thereat, shall be entitled during the period beginning 24 hours before the time fixed for the commencement of the meeting and

ending with the conclusion of the meeting, 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.

- 21) SEBI has mandated the 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). Members holding shares in physical form are required to submit their PAN details to the RTA.

Registered Office:
526, Star Chambers, Harihar
Chowk, Rajkot – 360001,
Gujarat

Place: Rajkot
Date:13/01/2023

By Order of the Board of Directors
Rajkot Investment Trust Limited

Sd/-

Mosamben Keyur Mehta
Managing Director
(DIN: 09757064)

Details of Directors seeking appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director s	Mr.Hemantkumar Naginbhai Patel	Mrs. Mosamben Keyur Mehta	Mr. Shrikrishna Baburam Pandey
DIN	09851470	09757064	07035767
Date of Appointment	13 th January,2023	06 th October,2022	09 th March,2021
Qualification and experience in specific functional area Bachelor	Bachelor of Commerce Degree and having a vast experience 08 years in finance sector	Bachelor of Commerce Degree and She has 10 years of experience in finance and administration.	Financial Consultant and Business
Skills and capabilities required for the role and the manner in which the proposed person meets such requirement	He has wide Knowledge of Finance	Mrs. Mosam Mehta was associated with listed Company as CFO and she have expertise in Finance Sector	N.A.
Directorship held in other companies*	N.A.	N.A.	1.Blue Pearl Texspin Limited 2. Sagar Soya Products Limited 3.Millennium Online (India) Limited
Membership / Chairmanships of Committee in other Public Companies*	N.A.	N.A.	One (1) He is Member of Nomination and Remuneration Committee of Sagar Soya Products Limited

* Excluded Private Limited Companies

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

ITEM NO. 1:

Based on the recommendations of the Nomination and Remuneration Committee (“NRC”), the Board of Directors of the Company (the “Board”) at its meeting held on January 13, 2023 had appointed Mr. Hemantkumar Naginbhai Patel (DIN-09851470), as an Additional Director (Non-Executive and Independent Director) of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 (the “Act”) and Regulations 16(1)(b), 17 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Articles of Association of the Company for a period of 5 (five) consecutive years with effect from January 13, 2023, subject to the approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Mr. Hemantkumar Naginbhai Patel as a Director. Mr. Hemantkumar Naginbhai Patel has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board of Directors, Mr. Hemantkumar Naginbhai Patel fulfills the criteria as specified in the Act, rules made there under and SEBI Listing Regulations for appointment as an Independent Director and he is not related to any of the other Directors or Key Managerial Personnel of the Company in any way and he is independent of management.

Mr. Hemantkumar Naginbhai Patel has given his consent to act as the Director of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as Director in terms of Section 164 of the Act. Mr. Hemantkumar Naginbhai Patel has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

As per the provision of Section 149(13) of the Act read with explanation to Section 152(6) of the Act, the period of office of Mr. Hemantkumar Naginbhai Patel will not be liable to determination by retirement of directors by rotation at the Annual General Meeting.

The NRC has reviewed the capabilities of Mr. Hemantkumar Naginbhai Patel vis-a-vis the role and capabilities required as decided by the NRC based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Hemantkumar Naginbhai Patel as an Independent Director, for a term of 5 (five) consecutive years effective from January 13, 2023.

In the opinion of NRC and the Board, Mr. Hemantkumar Naginbhai Patel possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company more particularly in the areas of finance and business administration.

Disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India pertaining of his qualification, brief resume, area of expertise and other details are set out in the Annexure attached to this Notice.

Accordingly, the Board recommends the Resolution as set out in the accompanying Notice in relation to appointment of Mr. Hemantkumar Naginbhai Patel as an Independent Director, not liable to retire by

rotation, for a period of 5 (five) consecutive years with effect from January 13, 2023, for approval of the Members on the terms and conditions as specified in the draft letter of appointment.

Copy of draft letter of appointment of Mr. Hemantkumar Naginbhai Patel setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send a request to rajkotitld@gmail.com.

Except Mr. Hemantkumar Naginbhai Patel and his relatives (to the extent of their shareholding, if any), none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

As per Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 The appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution therefore your Board recommends the resolution as set out in the Notice for approval of the members as Special Resolution.

ITEM NO. 2:

The Board of Directors at their meeting held on January 13, 2022 appointed Mrs. Mosamben Keyur Mehta (DIN: 09757064) as a Managing Director (M.D.) of the Company with effect from January 13, 2023 for a period of three years, subject to approval of the shareholders. The main terms and conditions of appointment of the above Managing Director (M.D.) as contained in the board resolution dated January 13, 2023 are furnished below:

1. **Period:** For a period of 3 years with effect from January 13, 2023 to January 12, 2026.
2. **Salary:** Up to Rs.1,00,000/- (Rupees One Lakhs Only) per month which is eligible for revision from time to time.
3. **Duties:** Subject to the superintendence, direction, and control of the Board of Directors of the Company, the Managing Director (M.D.) shall be entrusted with substantial power of management and also such other duties and responsibilities as may be entrusted to him by the Board of Directors from time to time.
4. **Termination:** The Managing Director (M.D.) may be removed from his office for gross negligence, breach of duty or trust if a special Resolution to that effect is passed by the Company in its General Meeting. The Managing Director (M.D.) may resign from his office by giving 30 days' Notice to the Company.
5. **Compensation:** In the event of termination of office of Managing Director (M.D.) takes place before the expiration of tenure thereof, Managing Director (M.D.) of the Company shall be entitled to receive compensation from the Company for loss of office to extent and subject to limitation as provided under Section 202 of the Companies Act, 2013.
6. **Other terms and conditions:**
 - a) In the event of absence or inadequacy of profits in any financial year during the tenure of the Managing Director(M.D.) salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
 - b) No sitting fees shall be paid to the Managing Director (M.D.) for attending the meetings of the Board of Directors or Committees thereof.

The Board recommends passing of resolution as set out as Special Resolution

A Statement containing the following information as per section II of Part II of Schedule V of the Companies Act, 2013

Nature of industry	The Company is engaged in Non-banking financial Activities		
Date or expected date of commencement of commercial production	The Company is already in existence and it started its activities since 1982		
In case of new companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A		
Financial Performance based on given indicators	Financial Parameters	2021-22	2020-21
	Total revenue	53,87,961.00	4,372,101.00
	Net profit after tax	(1,89,775.56)	(632,104.34)
Foreign Investments or collaborations, if any.	Not Applicable		

II. Information about the appointees:

Sr. no.	Particulars	Mrs. Mosamben Keyur Mehta
	Background details	Mrs. Mosamben Keyur Mehta has over 08 years of experience in Business. Mrs. Mosam Mehta was associated with listed Company as CFO and she have expertise in Finance Sector
	Past Remuneration	Not Applicable
	Recognition or Awards	None
	Job profile and her suitability	She is having more than 8 years' experience in management and Administration. She also has wide experience as Chief financial officer and has good relationship in banks and NBFCs will perform such duties as shall from time to time be entrusted to him by the Board of Directors subject to superintendence, guidance and control of the Board of Directors.
	Remuneration Proposed	Upto Rs.1,00,000/- Per month
	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 with respect to the country of his origin)	The remuneration as proposed of Mrs. Mosamben Keyur Mehta is comparable to that drawn by the peers in the similar capacity in the industry. Moreover, in her position as Managing Director of the Company, Mrs. Mosamben Keyur Mehta devotes her substantial time in overseeing the operations of the Company. The proposed remuneration is reasonable and in line with the remuneration levels in the industry across the Country
	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mrs. Mosamben Keyur Mehta is not related to any directors on the Board.

III. Other Information:

Reason of loss or inadequate profits	The Company is striving hard to earn sufficient profits however due to current market situation and high operating expenses; the company is unable to earn profits.
Steps taken or proposed to be taken for improvement	The use of technology is helping NBFC Companies customize credit assessment models and optimize business processes, thereby reducing the time to

	market and helping improve customer experience. The Company has also strategically planned to increase profits and has put in place measures to reduce cost and improve the bottom-line.
Expected increase in productivity and profits in measurable terms.	3-5% for first Two Year 4-7 % thereafter

Brief profile of Mrs. Mosamben Keyur Mehta (DIN: 09757064) in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice.

Mrs. Mosamben Keyur Mehta (DIN: 09757064) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

None of the Director of the Company except Mrs. Mosamben Keyur Mehta and his relatives are concerned or interested in this resolution.

ITEM NO. 3:

M/s Kaushal & Agrawal., (FRN: 008846C), Chartered Accountants, Indore, the existing Auditor have tendered their resignation from the position of Statutory Auditors due to inconvenience or difficulty to travel to provide the Audit Services at the Corporate office of the Company and the same has been approved by the board on the board meeting held on 14/11/2022 resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Your board approached to M/s. C.P. Jaria & Co., Chartered Accountants (FRN: 104058W) to act as Statutory Auditor of the Company and received their affirmation therefore Board of Directors recommended appointment of M/s. C.P. Jaria & Co, Chartered Accountants (FRN: 104058W) as a Statutory Auditor to fill the casual vacancy caused by

the resignation M/s. Kaushal & Agrawal Chartered Accountants (FRN: 008846C), Chartered Accountants, Ahmedabad.

M/s. C.P. Jaria & Co, Chartered Accountants (FRN: 104058W) have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013. M/s. C.P Jaria & Co., Chartered Accountants (Firm Registration No. 104058W), are appointed as the Statutory Auditors of the Company to conduct the statutory audit of F.Y.2022-23 and he shall continue till the conclusion of the ensuing Annual General Meeting.

The Board recommends passing of resolution as set out as Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company or to the extent of the shareholding of the companies/institutions/trusts of which they are directors or members or trustees, without any beneficial interest.

ITEM NO.4:

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, vide its resolutions dated 09th March, 2021 appointed Mr. Shrikrishna Baburam Pandey (DIN: 07035767) as an Additional Executive Director of the Company with effect from 09th March, 2021. Subsequently, he was regularized by shareholders in the Annual General Meeting held on 30th September 2021 as a Executive Director of the Company. However, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, in the meeting held on 13th January, 2023 have proposed to change her designation from Executive Director to Non-Executive Director of the Company, due to his unavailability to

devote his time in day to day affairs of the Company, The aforementioned Director is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013

The Board recommends passing of resolution as set out as Special Resolution

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Shri Krishna Baburam Pandey (DIN: 07035767) is concerned or interested, financial or otherwise, in the resolution..

Registered Office:
526, Star Chambers,
Harihar Chowk,
Rajkot – 360001, Gujarat

By Order of the Board of Directors
Rajkot Investment Trust Limited

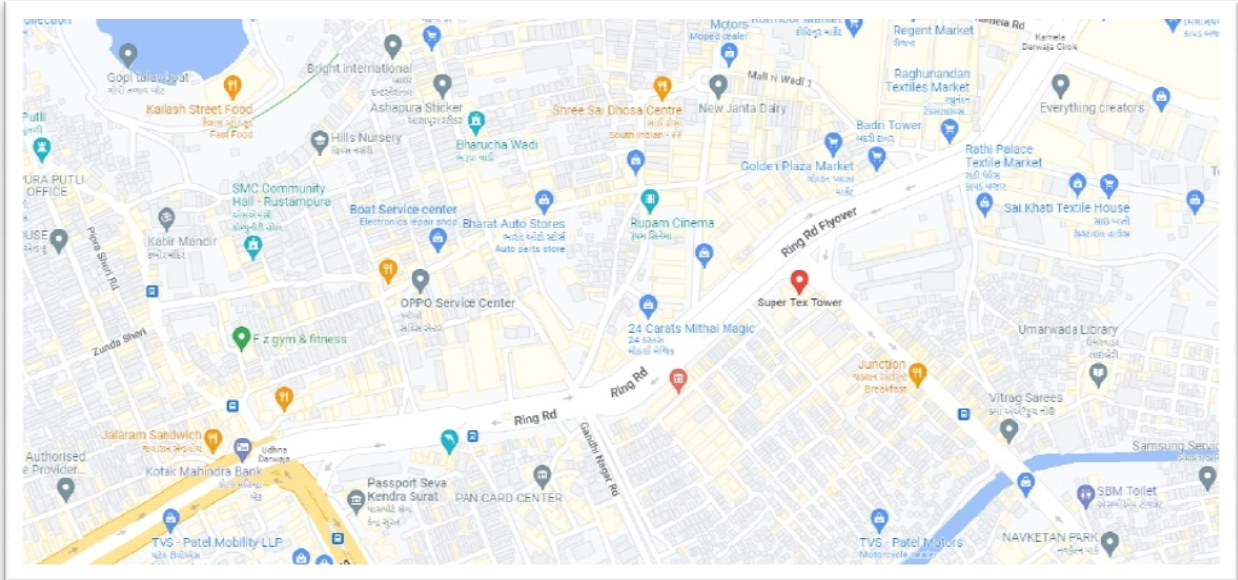
Sd/-

Place: Rajkot
Date:13/01/2023

Mosamben Keyur Mehta
Managing Director
(DIN: 09757064)

Route Map of the Venue of the Meeting

Address: M-23, Super Tex Tower. Opp., Kinney Talkies, Ring Road, Surat- 395002, Gujarat



ATTENDANCE SLIP

RAJKOT INVESTMENT TRUST LIMITED

Registered office: 526 Star Chambers Harihar Chowk Rajkot 360001 Gujarat

Corporate Office : M-23, Super Tex Tower. Opp., Kinney Talkies, Ring Road, Surat- 395002, Gujarat

CIN: L65910GJ1982PLC005301

Contact No. +91 8128172521

Email: rajkotitld@gmail.com

Website: www.ritl.co.in

DP. Id.		Name & Address of the Registered Shareholder / Proxy
Regd. Folio No.		
No. of Shares		

I certify that I am a registered Shareholder/proxy for the registered Shareholder of the Company.

I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company held on Monday, the 13th February, 2023 at 2.30 p.m.at Corporate Office situated at 23, Super Tex Tower. Opp., Kinney Talkies, Ring Road, Surat- 395002, Gujarat.

Name of Shareholder/Proxy: _____

Signature of Shareholder/Proxy: _____

Notes:

- a) Members/Proxy holders are requested to bring this slip duly signed with them when they come to the Meeting and hand over it at the time of the Meeting.
- b) Remote e-voting facility is available during the period:

Commencement of Remote e-voting	End of Remote e-voting

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD
230119005		

RAJKOT INVESTMENT TRUST LIMITED

Registered office: 526 Star Chambers Harihar Chowk Rajkot 360001 Gujarat

Corporate Office : M-23, Super Tex Tower. Opp., Kinney Talkies, Ring Road, Surat- 395002, Gujarat

CIN:L65910GJ1982PLC005301

Contact No. +91 8128172521

Email: rajkotitld@gmail.com

Website: www.ritl.co.in

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s) :
Registered Address :
E-Mail Id:
Folio No/ Client Id:
DP ID:

I/We, being the member (s) of shares of the above named Company, hereby appoint.

a. Name			
Address			
E-mail Id		Signature	
	or failing him/her		
b. Name			
Address			
E-mail Id		Signature	
	or failing him/her		
c. Name			
Address			
E-mail Id		Signature	

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Monday, the 13^h February, 2023 at 2.30 p.m.at Corporate Office situated at 23, Super Tex Tower. Opp., Kinney Talkies, Ring Road, Surat- 395002, Gujarat and at any adjournment thereof in respect of such Resolutions as are indicated below.

Resolution No.	Resolutions
Special Business	
1	To appoint Mr. Hemantkumar N. Patel (DIN: 09851470) as an Independent Director of the Company
2	To appoint Mosam Keyur Mehta (DIN: 09757064) as Managing Director of the Company
3	Appointment of M/S. C.P. Jaria & Co., Chartered Accountants as a Statutory Auditor for F.Y 2022-23 to Fill Casual Vacancy
4	To change in category of Mr. Shrikarishna Baburam Pandey (DIN - 07035767) from Executive to Non Executive Director of the Company

**Affix a
Rs. 1/-
Revenue
Stamp**

As witness my / our hand(s) this _____ day of _____ 2023.

Signature of Shareholder: _____ Signature of Proxy: _____

NOTE: The proxy form duly stamped, completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding of the aforesaid meeting. The Proxy need not be a member of the Company.