

KHATOD INVESTMENTS & FINANCE CO LTD

Registered Office: 8/1, Lal Bazar Street, Bikaner Building, 1st Floor, Room No. 10, Kolkata – 700001

Phone: 033 4450 0500, E-mail: khatodinv@gmail.com, website: www.khatodinv.com

CIN: L65993WB1990PLC084695

NOTICE

Notice is hereby given that the 29th Annual General Meeting of Khatod Investments & Finance Co Ltd will be held on Friday, the 27th day of September, 2019 at 4.00 p.m. at The Aryans School, 149, B.T. Road, Kolkata- 700058, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Manisha Pincha (DIN 07143031), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. 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 sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association of the Company, Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, recommendations of the Nomination and Remuneration Committee of the Company, approval of the Board of Directors of the Company and subject to such consents, approvals or permissions as may be necessary, consent of the members of the Company be and is hereby accorded for re-designation of Mrs. Manisha Pincha (DIN: 07143031) from Non-Executive Director to Wholetime Director of the Company, liable to retire by rotation, for a period of 5 (five) years with effect from 10th of May, 2019 upon such terms and conditions including remuneration as set out in the Explanatory Statement accompanying this Notice and as contained in the agreement dated 10th of May, 2019 entered into between the Company and Mrs. Manisha Pincha, a copy whereof has been submitted to this meeting.

RESOLVED FURTHER THAT the aforesaid agreement be and is hereby specifically approved with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mrs. Manisha Pincha, subject to the same being in conformity with the provisions of Schedule V of the Companies Act, 2013 for the time being in force;

RESOLVED FURTHER THAT the Board, be and is hereby, authorized 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.”

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Shambhu Choubey (DIN: 06565599) who was appointed as an Additional Director by the Board of Directors of the Company under Section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) with effect from 10th of May, 2019 and who holds office up to the date of this Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company, whose term of office shall be liable to retire by rotation.”

By Order of the Board

Jaspreet Singh Dhir
Company Secretary & Compliance Officer
A40826

Kolkata, 30th May, 2019

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“THE 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.**

A person can act as a proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten (10) percent of the total share capital of the Company carrying voting rights. A Member holding more than ten (10) 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 Member.

The instrument of proxy, in order to be effective must be duly filled, stamped and signed and should be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. The proxy holder should prove his/her identity at the time of attending the Meeting.

2. Companies, Societies, etc. intending to send their authorized representatives to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. 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.

The Proxy Form is attached to this notice.

4. Every Member entitled to vote at the Meeting shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, to inspect the proxies lodged, provided that not less than three days notice in writing of the intention to inspect is given by the Member to the Company.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out the material facts concerning each item of Special Business to be transacted at the meeting is annexed to this Notice.
6. The details of Directors seeking appointment, re-designation and/or re-appointment in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings are annexed hereto and forms part of this Notice. The Directors have furnished their requisite declaration for their appointment, re-designation and/or re-appointment.
7. To support the “Green Initiative in the Corporate Governance” by the Ministry of Corporate Affairs, the Annual Report for 2018-19 and Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in electronic form, to all such Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same.

For members who have not registered their email address, physical copies of the Annual Report and Notice of the 29th Annual General Meeting of the Company inter-alia indicating the

process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of 29th Annual General Meeting and Annual Report for 2018-19 will also be available on Company's website at www.khatodinv.com for their download.

In order to continue its endeavor towards paperless communication, the Company requests the Members who have not yet registered their e-mail ID with the Company, to register their e-mail address, in respect of electronic holdings with the Depository through their Depository Participants. Members who hold shares in physical form are requested to register their e-mail address with the Company's Registrar & Share Transfer Agent, M/s Niche Technologies Private Limited at nichetechpl@nichetechpl.com mentioning their Name and Folio No. The Members can also register their e-mail address with the Company by sending an email at khatodinv@gmail.com mentioning their Name and Folio No.

8. Members / Proxies / Authorized Representatives should bring the attendance slips duly filled-in for attending the Meeting and deliver the same at the entrance of the Meeting place. Proxy / Authorized Representative of a Member should mark on the Attendance Slip as "Proxy" or "Representative", as the case may be. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID No. for easy identification of attendance at the Meeting. Copies of the Annual Report will not be distributed at the Meeting. Members are requested to carry their copies of the Annual Report to the Meeting. Further, please note that Duplicate Attendance Slips shall not be issued.
9. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants. Members holding shares in physical form are requested to notify change, if any, in their present residential address or bank mandates under their signatures immediately to the Company / Registrar and Share Transfer Agent of the Company, quoting their folio number.
10. Non-Resident Indian Members are requested to inform the Registrar and Share Transfer Agent immediately of :
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number.
11. Members who hold shares in physical form and wish to make/change a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, may submit such information in the prescribed form SH-13 or SH-14 as required, to the Company's Registrar & Share Transfer Agent.
12. All Statutory Registers and other relevant documents referred to in the Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, shall be available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting and also at the Meeting.

The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

Members desirous of obtaining any relevant information with regard to the accounts of the Company at the Meeting are requested to send their requests to the Company at least seven days before the date of the Meeting so as to enable the Company to keep the information ready.

13. Securities and Exchange Board of India (“SEBI”) has mandated the submission of Permanent Account Number (“PAN”) by every participant for various securities market transactions. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA for registration of transmission / transposition, deletion of name etc.
14. Pursuant to the amendment to Regulation 40 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, vide Gazette notification dated 8th June, 2018, Securities and Exchange Board of India (“SEBI”) has mandated that the transfer of securities (except transmission and transposition) would be carried out in dematerialized form only with effect from 1st April, 2019. Thus, the Members holding shares in physical form are requested to dematerialize their shareholding to avoid inconvenience.
15. Voting through Electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide to the members, facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business set out in the notice may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot paper shall also be made available for the members at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on 24th September, 2019 (10:00 a.m.) and ends on 26th September, 2019 (5:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote e-voting is as under:

- a. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- b. Click on “Shareholders” tab.
- c. Now Enter your User ID

- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- d. Next enter the Image Verification character as displayed and Click on Login.
- e. 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.
- f. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in CAPITAL letters and the 8 digits of the 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. E.g., If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB or Bank Account Number (Dividend Bank Details)	<p>Enter the Bank Account Number (Dividend Bank Details) or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account with the depository or in the company records for your folio.</p> <p>If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (c).</p>

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then directly reach 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.
- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN relevant for the Company "**Khatod Investments & Finance Co Ltd**".
- k. 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 the option NO implies that you dissent to the Resolution.

- l. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m. 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.
- n. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- p. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q. Note for Institutional Shareholders & Custodians :
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which 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 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.
- r. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
- s. 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.
16. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at info@calp.co.in with a copy marked to helpdesk.evoting@cdslindia.com on or before 26th September, 2019 up to 05:00 P.M. without which the vote shall not be treated as valid.
17. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 20th September, 2019.

18. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
19. Ms. Disha Dugar, Practising Company Secretary (FCS No. 8128; CP No. 10895) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the Annual General Meeting in a fair and transparent manner.
20. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of Ballot Paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
21. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the Meeting and 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 shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
22. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.khatodinv.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange where the shares of the Company are listed within 48 hours from the conclusion of the AGM.
23. The notice of AGM will be sent to those Members, whose names appear in the register of members / depositories as at closing hours of business, on 2nd August, 2019. A person, who is not a member as on cutoff date of 20th September, 2019 should treat this notice for information purpose only.
24. Investors who became members of the Company subsequent to the dispatch of the Notice by the permitted mode or through email and holds the shares of the Company as on the cut-off date i.e. 20th September, 2019 are requested to send a written/email communication to the Company at khatodinv@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
25. The Shareholders shall have one vote per equity share held by them as on the cut-off date of 20th September, 2019. The facility of e-voting would be provided once for every folio / client ID, irrespective of the number of joint holders.
26. The results on above resolution shall be declared not later than 48 hours from the conclusion of the AGM and the resolutions will be deemed to be passed on the date of AGM subject to receipt of the requisite number of votes in favour.
27. The Scrutinizer's decision on the validity of e-voting will be final.
28. In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gifts at the Meeting or in connection therewith.
29. A Route Map showing directions to reach to the venue of the 29th AGM of the Company is given at the end of this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

With the resignation of Mr. Vinod Dugar (DIN: 00007612) from the office of Wholetime Director of the Company, the Nomination and Remuneration Committee recommended for the change in designation of Mrs. Manisha Pincha (DIN: 07143031) from Non-executive Director to Wholetime Director of the Company. Subsequently, the Board of Directors of the Company at its meeting held on 10th of May, 2019, re-designated Mrs. Manisha Pincha (DIN: 07143031) from Non-executive Director of the Company to the Wholetime Director of the Company with effect from 10th of May, 2019 vide an agreement dated 10th of May, 2019, for a period of 5 (five) years subject to the approval of shareholders.

A copy of the aforesaid agreement dated 10th of May, 2019 is available for inspection at the registered office of the Company during business hours, upto the date of the AGM and shall also be available at the meeting. The brief terms and conditions relating to her appointment and remuneration as detailed in the aforesaid agreement are stated hereunder:

Period: Five years w.e.f. 10th of May, 2019

Salary: Rs. 75,000/- per month

Perquisites: Nil

Minimum Remuneration: The above salary will be payable to the Wholetime Director even in case of loss or inadequacy of profits in respect of any financial year during her tenure of office in compliance with Schedule V to the Companies Act, 2013.

Sitting fees: She shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof from the date of her appointment.

A brief resume of Mrs. Manisha Pincha, nature of her expertise in specific functional area and name of companies in which she holds directorship(s) and membership(s)/chairmanship(s) of Board Committees, are provided below in this Notice. Further, the disclosures as required under Section II of Part II of the Schedule V of the Companies Act, 2013 are also provided.

Accordingly, the Board recommends the resolution in relation to re-designation of Mrs. Manisha Pincha from Non-executive Director to Wholetime Director of the Company as set out in item no. 3 of this notice, for the approval by the shareholders of the Company by means of a special resolution.

Except Mrs. Manisha Pincha, being an appointee, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the Resolution.

Information as per Section II of Part II of the Schedule V of the Companies Act, 2013:

I. General Information:

1. Nature of Industry: The Company is a Non Banking Financial Company belonging to investment category.
2. Date or expected date of commencement of commercial production: The Company received its registration certificate from RBI on 28.09.2001.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
4. Financial performance during the preceding three financial years:

<u>Particulars</u>	<u>2018-19</u>	<u>2017-18</u>	<u>2016-17</u>
Total Income	18,26,195	15,12,564	14,07,340
Total Expense	15,13,786	11,03,846	13,01,729
Profit/Loss before Interest and Depreciation	3,12,409	4,08,718	1,05,611
Less: Interest	-	-	-
Less: Depreciation	-	-	-
Profit/Loss before Tax	3,12,409	4,08,718	1,05,611
Tax	54,190	53,702	3,404
Profit after Tax	2,58,219	3,55,016	1,02,207

5. Foreign investments or collaborations, if any: Nil

II. Information about the appointee:

1. Background details: Mrs. Manisha Pincha has been the non-executive Women Director of the Company since 27.03.2015. She has been actively involved in the management of the Company and supervision of the operations of the Company.
2. Past remuneration: Mrs. Manisha Pincha did not receive any remuneration from the Company in the past.
3. Recognition or awards: None
4. Job profile and her suitability: Mrs. Manisha Pincha is actively involved in the management of the Company. She takes care of the overall supervision of the operations of the Company. She has rich knowledge of the NBFC sector and her knowledge makes her suitable for the position of Wholetime Director of the Company.
5. Remuneration proposed: As set out in the Explanatory Statement under section 102 of the Companies Act, 2013 and detailed in the agreement dated 10th of May, 2019.
6. 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 is commensurate with the size and nature of business of the Company and also with the functions and responsibilities entrusted upon her.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Apart from the Directorship, Mrs. Manisha Pincha has no other relationship with the Company. She is not entitled to any other emoluments from the Company apart from the remuneration agreed upon. Further, she is not related to any of the Managerial Personnel of the Company.

III. Other information:

1. Reasons of loss or inadequate profit: Due to economic slowdown and various regulatory changes.
2. Steps taken or proposed to be taken for improvement: The Company is taking adequate measures to introduce new policies or schemes in order to improve its profitability.
3. Expected increase in productivity and profits in measurable terms: The Company is expected to increase its productivity by 10-15 percent in the upcoming years.

IV. Other Disclosures:

The other requisite disclosures as required to be made in the Corporate Governance Report are mentioned therein and the same is annexed to the Annual Report.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (Contd.)

Item No. 4

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 10th of May, 2019 appointed Mr. Shambhu Choubey (DIN: 06565599) as an Additional Director on the Board of the Company in the Non-executive Category.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Shambhu Choubey holds office up to the date of this 29th Annual General Meeting of the Company and is eligible for regularization and appointment as a Director subject to the approval of the shareholders and whose office shall be liable to retire by rotation.

The Company has received a notice under Section 160 of the Companies Act, 2013 from Mr. Shambhu Choubey signifying his candidature as Non-Executive Director of the Company.

Mr. Shambhu Choubey is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. A copy of the draft Letter of Appointment is available for inspection at the Registered Office of the Company during business hours on any working day.

A brief profile of the proposed Director is provided as Annexure to this Notice.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Shambhu Choubey as Director as set out in item no. 4 of this notice, for the approval by the shareholders of the Company.

Except Mr. Shambhu Choubey being an appointee, none of the Directors or Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in the Resolution.

Requisite details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings are provided herein below:

Name of Director	Mrs. Manisha Pincha	Mr. Shambhu Choubey
DIN	07143031	06565599
Date of Birth	22.10.1980	05.04.1968
Date of original appointment as Director in the Company	27.03.2015	10.05.2019
Qualification	Graduate	Graduate
Expertise in Specific Functional Area	Management and operations of the Company	Managerial and motivational qualities
List of other companies in which Directorships held	1. BFM Industries Limited	<ol style="list-style-type: none"> 1. Central Properties Pvt. Ltd. 2. Arunabh Conclave Pvt. Ltd. 3. Debajam Realty Pvt. Ltd. 4. Angarik Developers Private Limited 5. Jagsak Realtors Private Limited 6. Zayan Realtors Private Limited 7. Shashvata Distributors Private Limited 8. Deepesh Shoppers Private Limited 9. Satkarm Vintrade Private Limited 10. Adhunik Infra-Abasan Private Limited 11. Adhunik Build-Niketan Private Limited 12. Adhunik Conclave Private Limited 13. Aashiyana Infraproperties Private Limited 14. Adhunik Build-Dev Private Limited 15. Adhunik Devcon Private Limited 16. Samspa Expo Pvt. Ltd. 17. Lentils Vinimay Private Limited 18. Lentils Dealcom Private Limited 19. Nerine Vinimay Private Limited
Brief Profile	She has rich knowledge of the NBFC sector. She has been actively involved in the management of the Company and supervision of the	His presence in the Company acts as a strong mental and motivational support.

	operations of the Company.	
Committee positions held in Khatod Investments & Finance Co. Ltd.	Member – Audit Committee and Stakeholders Relationship Committee	Chairman – Stakeholders Relationship Committee Member – Nomination and Remuneration Committee
Committee positions held in other Companies	<u>BFM Industries Limited</u> Member – Nomination and Remuneration Committee	Nil
Shareholding in the Company	Nil	Nil
Relationship with other Director inter se	Nil	Nil
No. of Board Meetings attended during F.Y. 2018-19	6	Nil
Terms and Conditions for appointment/re-appointment	As stated in the agreement dated 10 th of May, 2019	He is being appointed and regularized as Non-executive Director whose term will be liable to retire by rotation.
Details of remuneration sought to be paid	As set out in the explanatory statement under section 102 of the Companies Act, 2013 and as detailed in the agreement dated 10 th of May, 2019	Nil
Remuneration last drawn	Nil	Nil

**ROUTE MAP TO THE VENUE OF THE 29TH ANNUAL GENERAL MEETING OF
KHATOD INVESTMENTS & FINANCE CO. LTD.**

VENUE: THE ARYANS SCHOOL, 149, B.T. ROAD, KOLKATA- 700058

