

# KHATOD INVESTMENTS & FINANCE CO LTD

Regd. Office: 1, Ramesh Mitra Road, Third Floor, Kolkata – 700 025;  
Phone: 033 44500500, 91 9007077041; Email id: [khatodinv@gmail.com](mailto:khatodinv@gmail.com);  
Website: [www.khatodinv.com](http://www.khatodinv.com); CIN: L65993WB1990PLC084695

---

## NOTICE

Notice is hereby given that the Thirty-Second Annual General Meeting of **Khatod Investments & Finance Co Ltd** will be held on **Tuesday, 27<sup>th</sup> September, 2022** at **5:00 p.m. (IST)** at The Aryans School, 149, B.T. Road, Kolkata – 700 058, to transact the following businesses:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2022 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Shambhu Choubey (DIN: 06565599), Non-executive Director, who retires by rotation and, being eligible, offers himself for re-appointment.
3. To re-appoint M/s. Komandoor & Co. LLP, as the Statutory Auditors of the Company from the conclusion of Thirty-Second Annual General Meeting until the conclusion of the Thirty-Seventh Annual General Meeting and to fix their remuneration.

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

“RESOLVED that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification or re-enactment thereof, for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Komandoor & Co. LLP, (FRN: 001420S/S200034), who have confirmed their eligibility for appointment of Statutory Auditors in terms of Section 141 of the Act and the applicable Rules, be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office for a term of five years, from the conclusion of the Thirty-Second Annual General Meeting (‘AGM’) till the conclusion of the Thirty-Seventh AGM of the Company, on such remuneration as may be approved by the Audit Committee and / or Board of Directors of the Company, in addition to applicable taxes and reimbursement of out of pocket expenses incurred by them.”

“FURTHER RESOLVED that the Board of Directors or Audit Committee thereof, be and are hereby severally authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Statutory Auditors.”

**SPECIAL BUSINESS:**

4. Revision in the remuneration payable to Mrs. Manisha Pincha (DIN: 07143031), Executive Whole-time Director.

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 recommendation of Nomination and Remuneration Committee, and the approval of Board of Directors of the Company and pursuant to the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule V to the Act and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), applicable clauses of the Articles of Association of the Company and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and subject to limit prescribed under Schedule V to the Act, consent of the Members of the Company be and is hereby accorded for revision in the remuneration payable to Mrs. Manisha Pincha (DIN: 07143031), Executive Whole-time Director, from Rs. 75,000/- (Rupees Seventy-Five Thousand only) to Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) per month, with effect from 1<sup>st</sup> April, 2022 till the expiry of her present tenure, with other terms of appointment as per agreement dated 10<sup>th</sup> May, 2019, remaining unchanged.”

“FURTHER RESOLVED that the Board of Directors (which includes the Nomination & Remuneration Committee thereof), be and is hereby, authorised to alter, vary/modify, revise the terms, conditions and remuneration specified above from time to time, in such maner provided that any such variation is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.”

“FURTHER RESOLVED that any of the Directors of the Company or the Company Secretary, be and is hereby severally 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.”

**By Order of the Board  
Khatod Investments & Finance Co Ltd**

Registered office:  
1, Ramesh Mitra Road,  
Third Floor, Kolkata-700025

Sd/-  
Anushree Chowdhury  
Company Secretary &  
Compliance Officer

**Place: Kolkata  
Date: 10<sup>th</sup> August, 2022**

## NOTES:

1. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), relating to the Special Business to be transacted at this Annual General Meeting ('the Meeting' / 'AGM') is annexed.
2. **A member entitled to attend and vote at the AGM 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.

**The Proxy Form is attached to this notice.**

3. Corporate/Institutional Members such as Companies, Societies, etc., intending to send their authorised representatives to attend the Meeting, are requested to send to the Company a certified scanned copy of the Board / or Governing body Resolution/ or Authorisation Letter, etc., authorizing their representative to attend and vote on their behalf at the Meeting or through e-voting, pursuant to Section 113 of the Companies Act, 2013. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address at [csprachi92@gmail.com](mailto:csprachi92@gmail.com) with a copy marked to [khatodinv@gmail.com](mailto:khatodinv@gmail.com) and [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com).
4. 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.
5. 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.
6. The brief details of Director seeking re-appointment in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standards on General Meetings is annexed hereto and forms part of this Notice.
7. In order to promote optimum utilization of natural resources responsibly and in compliance with the Circulars issued by Ministry of Corporate Affairs ('MCA') vide General Circular No. 2/2022 dated May 5, 2022 and Securities and Exchange Board of India ('SEBI') Circular dated May 13, 2022 read with SEBI Circular dated January 15, 2021, May 12, 2020 and other such relevant circulars issued in this behalf from time to time and in order to support the "Green Initiative in the Corporate Governance" by the Ministry of Corporate Affairs, the Annual Report for the FY 2021-22 and the Notice of the 32<sup>nd</sup> AGM of the Company *inter-alia* indicating the process and

manner of e-voting along with Attendance Slip and Proxy Form are being sent through electronic mode to all such Members whose email IDs/addresses are registered with the Company/Depository Participants/Company's Registrar & Share Transfer Agent i.e., Niche Technologies Private Limited ('RTA').

The Company is concerned about protecting the environment and utilizing natural resources in a sustainable way. Members may note that the Notice of the 32<sup>nd</sup> AGM and Annual Report for the year 2021-22 will also be available on Company's website at [www.khatodinv.com](http://www.khatodinv.com).

8. In order to continue the endeavor towards paperless communication, the Company requests the Members who have not yet registered their e-mail ID/address, to register their e-mail ID/address.

*In respect of demat holdings*, the members are requested to register their email ID/address with their Depository Participants. *Members who hold shares in physical form* are requested to register their e-mail ID/address with the RTA at [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com) or with the Company at [khatodinv@gmail.com](mailto:khatodinv@gmail.com) mentioning their Name and Folio No.

9. 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.
10. 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 / RTA of the Company, quoting their folio number.
11. Non-Resident Indian Members are requested to inform the RTA 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, if not furnished earlier.Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
12. As per the provisions of the Companies Act, 2013, the facility for making nominations is available to the shareholders in respect of the equity shares held by them. Members holding shares in physical form may send their request in duly filled and signed prescribed Form SH-13 at Company's registered office address. This facility is made available folio wise to individual shareholders including joint holders and for the entire shares registered under the folio. Members holding shares in dematerialised form may contact and consult their respective depository participants (DP) for availing the nomination facility. Physical shareholders may also opt out of nomination by providing a declaration in Form ISR-3. Physical shareholders are also requested to update their KYC and other details through Form ISR-1 and Form ISR-2, as required, if not done yet.
13. Pursuant to the amendment to Regulation 40 of the Listing Regulations vide Gazette notification dated 8th June, 2018, SEBI has mandated that the transfer of securities (except transmission and transposition) would be carried out in dematerialized form only with effect from 1<sup>st</sup> April, 2019. SEBI

vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has now decided that, with immediate effect, listed companies shall issue the securities in dematerialized form only, while processing investor service request pertaining to issuance of duplicate share certificate, claim from Unclaimed Suspense Account, renewal/ exchange of securities certificates, endorsement, sub-division/splitting/consolidation of share certificates, transmission and transposition. The securities holder/claimant are, accordingly, required to submit duly filled-up Form ISR-4, the format of which can be downloaded from the Company's website, i.e., [www.khatodinv.com](http://www.khatodinv.com). Members holding shares in physical form are, accordingly, requested to consider converting their holding to dematerialized form.

14. All Statutory Registers and Documents pertaining to the items referred to in the Notice 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, during the business hours of the Company upto the date of the AGM and also at the meeting.

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

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.

15. 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.
16. Voting through Electronic means:

In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, 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 32<sup>nd</sup> 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 remote e-voting period commences on Saturday, 24<sup>th</sup> September, 2022 (10:00 a.m.) and ends on Monday, 26<sup>th</sup> September, 2022 (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 i.e. Tuesday, 20<sup>th</sup> September, 2022, 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](http://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](http://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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• 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.</li><li>• 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.</li></ul>
DOB or Bank Account Number (Dividend Bank Details)	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.  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).

- 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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 on your mobile.

17. 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 [csprachi92@gmail.com](mailto:csprachi92@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 26<sup>th</sup> September, 2022 up to 05:00 P.M. without which the vote shall not be treated as valid.
18. 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.
19. 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 i.e. 20<sup>th</sup> September, 2022.
20. 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.
21. Ms. Prachi Todi, Practising Company Secretary (ACS No. 53022; CP No. 22964) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner.
22. A person, who is not a member as on cut-off date should treat this notice for information purpose only.
23. Investors who became members of the Company subsequent to the mailing of the notice and holds the shares of the Company as on the cut-off date are requested to send a written/email communication to the Company at [khatodinv@gmail.com](mailto:khatodinv@gmail.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
24. The Shareholders shall have one vote per equity share held by them as on the cut-off date. The facility of e-voting would be provided once for every folio / client ID, irrespective of the number of joint holders.
25. 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.
26. 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.
27. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.khatodinv.com](http://www.khatodinv.com) 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.

28. The results on the above resolutions 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.
29. The Scrutinizer's decision on the validity of e-voting will be final.
30. 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.
31. Due to the situation of COVID-19 pandemic and other viral infections, the Company will take care of all the protective measures such as social distancing, sanitization of the venue of the meeting and such other measures as per the advisories issued from the relevant authorities. Attendees are requested to carry a mask and sanitizer to the venue while attending the Meeting to ensure proper sanitization.
32. A Route Map showing directions to reach to the venue of the 32<sup>nd</sup> 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. 4**

Based on the recommendations of the Nomination & Remuneration Committee and approval of Board of Directors of the Company and in compliance with the provisions under sections 196, 197 and 198 read with Schedule V to the Companies Act, 2013, the revision in remuneration of Mrs. Manisha Pincha, Executive Whole-time Director proposed under Item No. 4 of the Notice is placed before the Members for approval.

A copy of the supplemental agreement entered into between Company and Mrs. Pincha 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. 10<sup>th</sup> May, 2019 (same as earlier agreement)

Salary Enhanced to: Rs. 1,50,000/- per month w.e.f. 1<sup>st</sup> April, 2022

Perquisites: Nil

Minimum Remuneration: The above salary will be payable to the Whole-time 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 the 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 as set out in Item No. 4 of this Notice, in relation to revision of remuneration of Mrs. Manisha Pincha, Executive Whole-time Director, from Rs. 75,000/- (Rupees Seventy Five Thousand only) to Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) per month, with effect from 1<sup>st</sup> April, 2022 till the expiry of her present tenure with other terms of appointment as per agreement dated 10<sup>th</sup> May, 2019 remaining same, read with supplemental agreement of the Company, for the approval by the Members of the Company by means of a Special Resolution.

Except Mrs. Manisha Pincha, being the Director 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 of the Company during the preceding three financial years:

*(Amount in Rs.)*

<b><u>Particulars</u></b>	<b><u>2021-22</u></b>	<b><u>2020-21</u></b>	<b><u>2019-20</u></b>
Total Income	3,85,972	44,90,810	12,90,052
Total Expense	16,00,493	16,16,458	14,33,985
<b>Profit/Loss before Interest and</b>	<b>(12,14,521)</b>	28,74,351	(1,43,933)
<b>Depreciation</b>			
Less: Interest	-	-	-
Less: Depreciation	-	-	-
<b>Profit/Loss before Tax</b>	<b>(12,14,521)</b>	<b>28,74,351</b>	<b>(1,43,933)</b>
Tax	1,75,062	6,00,000	(32,095)
<b>Profit after Tax</b>	<b>(13,89,583)</b>	<b>22,74,351</b>	<b>(1,11,838)</b>

5. Foreign investments or collaborations, if any: Nil

**II. Information about Mrs. Manisha Pincha**

1. Background details: Mrs. Manisha Pincha has been the non-executive Women Director of the Company since 27.03.2015. Later on, she was re-designated as Whole-time Director of the Company w.e.f. 10<sup>th</sup> May, 2019. Since then, 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 was paid Rs. 9,00,000/- during the financial year 2021-22.
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 present position. The Company derives lot of benefit from her professional expertise and experience at Board level.

5. Remuneration proposed: As set out in the Explanatory Statement under section 102 of the Companies Act, 2013.
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, or other director, 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 in the upcoming years.

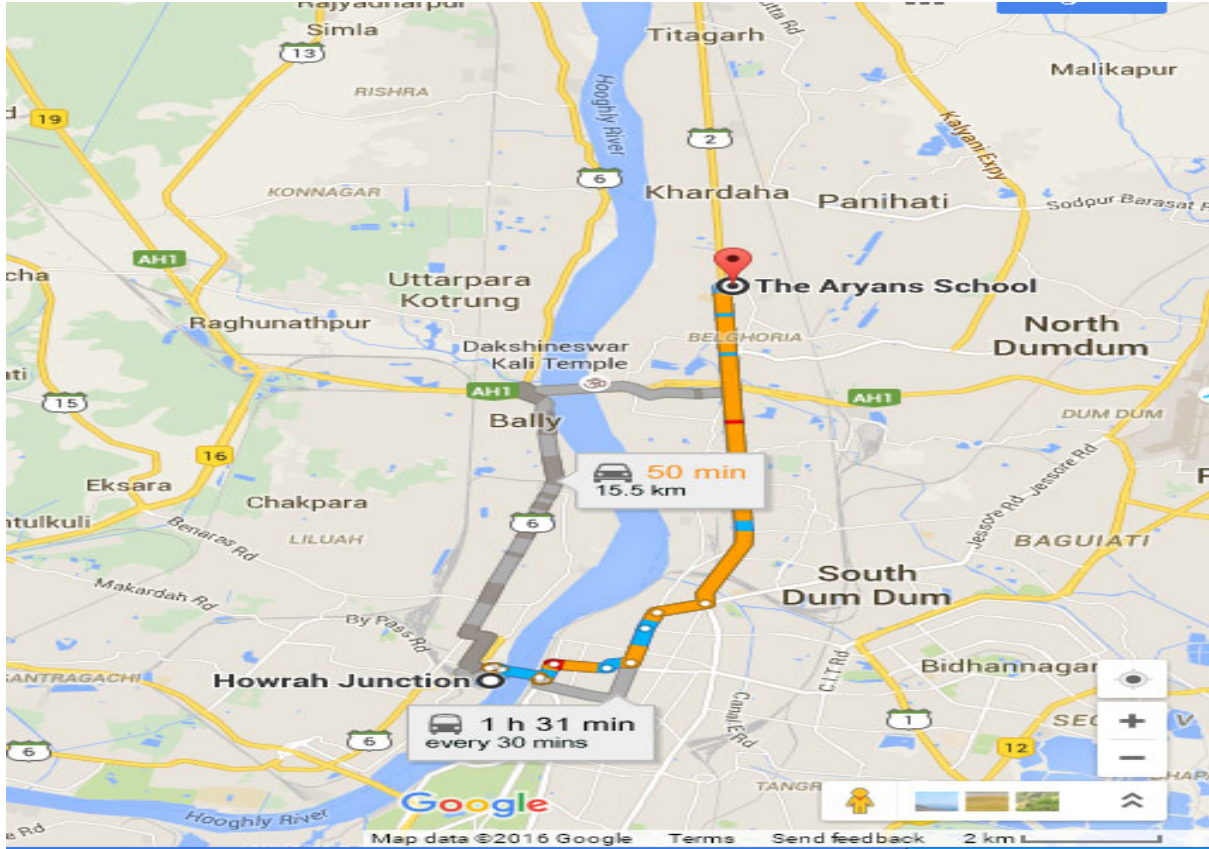
**Requisite details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings are provided herein below:**

Name of Director	<b>Mrs. Manisha Pincha</b>	<b>Mr. Shambhu Choubey</b>
DIN	07143031	06565599
Date of Birth	22.10.1980	05.04.1968
Age	41 years	54 years
Nationality	Indian	Indian
Date of original appointment as Director in the Company	27.03.2015	10.05.2019
Qualification	Graduate	Graduate
Experience	8 years	10 years
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 2. Namokar Duplicating Pvt Ltd	1. Central Properties Pvt. Ltd. 2. Zayan Realtors Private Limited 3. Shashvata Distributors Private Limited 4. Satkarm Vintrade Private Limited 5. Samspa Expo Pvt. Ltd.
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 operations of the Company.	His presence in the Company acts as a strong mental and motivational support.
Committee positions held in Khatod Investments & Finance Co Ltd	Member – Audit Committee and 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. 2021-22	Four	Six
Terms and Conditions for appointment/re-appointment	As set out in the explanatory statement under section 102 of the Companies Act, 2013 and as	In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Shambhu Choubey retires by rotation and being

	detailed in the agreement dated 10 <sup>th</sup> of May, 2019.	eligible has offered for re-appointment. The Board of Directors and the Nomination and Remuneration Committee have recommended for his re-appointment.
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 <sup>th</sup> of May, 2019 read with supplemental agreement	Nil
Remuneration last drawn	Rs. 75,000 per month	Nil
Listed entities from which he/she resigned in the past three years	Nil	Nil

**ROUTE MAP TO THE VENUE OF THE 32<sup>ND</sup> ANNUAL GENERAL MEETING OF  
Khatod Investments & Finance Co Ltd**

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



**KHATOD INVESTMENTS & FINANCE CO LTD**

Registered office: 1, Ramesh Mitra Road, Third Floor, Kolkata- 700 025  
Phone: 033 4450 0500, 91 9007077041; E-mail: [khatodinv@gmail.com](mailto:khatodinv@gmail.com);  
website: [www.khatodinv.com](http://www.khatodinv.com); CIN: L65993WB1990PLC084695

---

**ATTENDANCE SLIP**

(Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall)

Regd. Folio No. / DP ID & Client ID:

No. of Shares Held:

I/We hereby record my/our presence at the 32<sup>nd</sup> Annual General Meeting of KHATOD INVESTMENTS & FINANCE CO LTD being held on Tuesday, the 27<sup>th</sup> day of September, 2022 at 5:00 p.m. at The Aryans School, 149, B.T. Road, Kolkata- 700058.

.....

.....

Name of Member /Proxy (In BLOCK LETTERS)

Signature of Member/Proxy



## KHATOD INVESTMENTS & FINANCE CO LTD

Registered office: 1, Ramesh Mitra Road, Third Floor, Kolkata- 700 025

Phone: 033 4450 0500, 91 9007077041; E-mail: [khatodinv@gmail.com](mailto:khatodinv@gmail.com);

website: [www.khatodinv.com](http://www.khatodinv.com); CIN: L65993WB1990PLC084695

### PROXY FORM (FORM NO. MGT-11)

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

CIN : L65993WB1990PLC084695  
Name of the Company : KHATOD INVESTMENTS & FINANCE CO LTD  
Registered office : 1, Ramesh Mitra Road, Third Floor, Kolkata- 700 025

Name of the Member(s) :  
Registered Address :  
E-mail ID :  
Folio No./DP ID & Client ID :

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

- |    |   |                         |
|----|---|-------------------------|
| 1. | Name:<br>Address:<br>or failing him/her | Email ID:<br>Signature: |
| 2. | Name:<br>Address:<br>or failing him/her | Email ID:<br>Signature: |
| 3. | Name:<br>Address:                       | Email ID:<br>Signature: |

as my/our proxy to attend and vote (on poll) for me/us on my/our behalf at the 32<sup>nd</sup> AGM of the Company, to be held on Tuesday, 27<sup>th</sup> September, 2022 at 5:00 p.m. at The Aryans School, 149, B.T. Road, Kolkata – 700 058 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

S. No.	Resolution	For	Against	Abstain
<b>Ordinary Business</b>				
1	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2022 and the Reports of the Board of Directors and the Auditors thereon. – Ordinary Resolution			
2	To appoint a Director in place of Mr. Shambhu Choubey (DIN: 06565599), Non-executive Director, who retires by rotation and, being eligible, offers himself for re-appointment. – Ordinary Resolution			
3	To re-appoint M/s. Komandoor & Co. LLP, as the Statutory Auditors of the Company from the conclusion of Thirty-Second Annual General Meeting until the conclusion of the Thirty-Seventh Annual General Meeting and to fix their remuneration. – Ordinary Resolution			
4	To revise the remuneration payable to Mrs. Manisha Pincha (DIN: 07143031), Executive Whole-time Director. – Special Resolution			

Date:

Signature of the member:

Signature of proxy:

Affix  
revenue  
stamp

*(Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.)*

*It is optional to put (✓) in the appropriate column against the resolutions indicated in the Box above. If you leave the "For", "Against" or "Abstain" column blank against any or all resolutions, your proxy will be entitled to vote in the manner he/she thinks appropriate.)*