(formerly Panorama Capital Market Limited)

REGD OFF: NICCO HOUSE- 5TH FLOOR 2, HARE STREET KOLKATA-700001

PH NO: 2248-4871, 2248-4930

E-Mail-:radhashreefinance@gmail.com

Notice is hereby given that the **Forty Four** Annual General Meeting of the members of M/s Radhashree Finance Limited will be held on Saturday The 21st Day of September, 2019 at 2.30 PM at the registered office of the Company at 2, Hare Street 5th Floor Kolkata - 700001, 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, including the audited Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.
- 2. To appoint a Director in place of Mr Santanu Chakraborty (DIN 01691120), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

3. Appointment Of Sanjay Rastogi As An Independent Director

To consider and, if thought fit, to pass the following resolution as an Special Resolution:

"RESOLVED that Sanjay Rastogi (DIN <u>02591229</u>) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 15th January, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 73 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company."

"RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Sanjay Rastogi, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing 15th January, 2019 to 14th January, 2024, be and is hereby approved."

4. Appointment Of Sujay Rakshit As An Independent Director

To consider and, if thought fit, to pass the following resolution as an Special Resolution:

"RESOLVED that Sanjay Rastogi (DIN <u>00698334</u>) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 21st February, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ("Act") and Article 73 of the Articles of Association of the Company but who is

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eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company."

"RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the appointment of Sujay Rakshit, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing 21st February, 2019, to 20th February, 2024, be and is hereby approved."

5. Re-appointment of Mr. Santanu Chakraborty as Managing 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 provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 ('Act') and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the approval of the Members of the Company be and is hereby accorded to re-appoint Mr. Santanu Chakraborty as Managing Director of the Company for a period of 5 Years with effect from 3rd April 2019 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 years from the date of his 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 Mr. Santanu Chakraborty

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

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By Order of the Board of Directors

For Radhashree Finance Limited

Santanu Chakraborty Managing Director August 05, 2019

Registered Office: 2,Hare Street, 5th Floor, Kolkata-700003

CIN: L15491WB1975PLC030290

E-mail: radhashreefinance@gmail.com

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HER-SELF AND THE PROXY NEED NOT BE A MEMBER. Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than 50 (fifty) Members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.

Proxy in order to be effective should be duly stamped, completed, signed and deposited at the registered office of the company not less than 48 hours before the time for holding the meeting.

- Corporate members intending to send their authorized representatives to attend the Meeting 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. For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.

Members / proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance Slip and / or copies of the Annual Report shall not be issued/ available at the venue of the Meeting.

Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting

- 4. The Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection by the members at the AGM.
- A member desirous of getting any information on the accounts of the Company is requested to send the queries to the Company at least 10 days in advance of the meeting.

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- The Register of Members and Share Transfer Books of the Company shall remain closed from **Monday**September 16, 2019 to Saturday September 21, 2019 (both days inclusive) for the purpose of Annual General Meeting.
- 7. The brief profile of the Directors proposed to be appointed / re-appointed, is given in the explanatory statement to the Notice and also in the section on Corporate Governance.
- Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.

Members whose shareholding is in the electronic mode are requested to inform change of address and updates of savings bank account details to their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

- 9. The Notice of the AGM along with the Annual Report for 2018-19 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. All these above mentioned documents will also physical copies of the Company's website www.radhashreefinancelimited.com for download by the Members. We, be available on the Company's website www.radhashreefinancelimited.com for download by the Members. We, request the Members to update their email address with their depository participant to ensure that the annual reports and other documents reach them on their preferred email address. Members holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at radhashreefinance@gmail.com.
- 10. As mandated by The Securities and Exchange Board of India (SEBI), every participant in the securities market has to submit Permanent Account Number (PAN). Members holding shares in electronic form are, therefore, requested to submit the 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.

11. Voting through electronic means

- In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. 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.
- IV. The remote e-voting period commences on 18th September, 2019 (9:00 am) and ends on 20th September, 2019 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequentlyThe process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

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(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the URL: https://www.evoting.nsdl.com/
- (iii) Click on Shareholder Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles
- (vii) Select "EVEN" of "Radhashree Finance Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to mayur@alpassociates.in with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith).
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- V. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. 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 14**th **September, 2019**.
 - IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 14th September, 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or radhashreefinance@gmail.com.

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- Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- Launch internet browser by typing the URL: https://www.evoting.nsdl.com/
- (iii) Click on Shareholder Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Radhashree Finance Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to mayur@alpassociates.in with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - (i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith).
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- If you are already registered with NSDL for remote e-voting then you can use your existing user ID and VI. password/PIN for casting your vote.
- You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for VII. sending future communication(s).
- The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the VIII. Company as on the cut-off date 14th September, 2019.
- Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 14th September, 2019 may obtain the login ID and password IX. by sending a request at evoting@nsdl.co.in or radhashreefinance@gmail.com.

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Details of Director seeking appointment/re-appointment at Annual General Meeting

Name	:	Mr. Santanu Chakraborty
Date of Birth	:	06/03/1983
Date of Appointment	:	18/06/2012
Qualifications	:	B.COM
Expertise in specific functional areas	:	Administration
Directorships held in other companies (excluding foreign companies)	:	Radhagobind Commercial Limited Neminath Suppliers Limited Scarper Infratech Limited Everstrong Tracom Limited
Memberships/Chairmanships of Board Committees of other companies (includes only Audit Committee/Shareholders' Investors' Grievance Committee)	:	NIL
Number of shares held in the Company	:	NIL

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ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Folio No.:	DP-ID No.:	Client-ID No.	
Name of Member(s):			
Name of the Proxy holder:			
Registered Address:	-		
Number of Shares Held:			
I hereby record my presence of September, 2019 at 2.30 I	of the 44th ANNUAL GENERAL I PM at Registered Office of the Comp	MEETING of the Company held on Saturday the 2 pany at 2, Hare Street 5th Floor Kolkata - 700001.	?I st Day
Signature of the Member / R * Strike out whichever is r	Representative / Proxy Holder* not applicable		

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

FORM OF PROXY

olio No.:	DPID No.		Client ID No	0.:			
egisterea Ada	mber(s):						
Ve, being the	member(s) ofs:	shares of the al	bove company he E-mail Id	C •1•	g him/he	r	
	s:		F-mail Id		ng him/he	er	
27	ss:		E-mail Id				
CIA OII BAIL	coxy to vote for me / us, rday the 21^{st} Day of Se,	adjournment the	eot in respect of	the journaling	Country		
5th Floor Kol	kata – 700001 ana ai anj	y aajouriment in			FOR	AGAIN	IST
th Floor Kol. Resolution No.	Description of Resolution Ordinary Resolution for and Loss, Report of Au	n Adoption of Balar ditors and Board of	ce Sheet, Statemer	ent of Profit e year ended	FOR	AGAIN	IST
esolution lo.	Description of Resolution Ordinary Resolution for and Loss, Report of Au 31st March 2019. Ordinary Resolution for Au 31st March 2019.	n Adoption of Balar aditors and Board of or Re-appointment	oce Sheet, Statemon Directors for the of Mr. Santanu	ent of Profit e year ended Chakraborty	FOR	AGAIN	IST
Resolution No. 1. 2.	Description of Resolution Ordinary Resolution for and Loss, Report of Au 31st March 2019. Ordinary Resolution for (DIN 01691120) as Dir Re-appointment of Mr. Sappointment Of Sanjay	n Adoption of Balar ditors and Board of the Core Re-appointment rector who is retiring Santanu Chakraborty Rastogi As An Ind	of Mr. Santanu by rotation of Managing Director	ent of Profit e year ended Chakraborty rector:	FOR	AGAIN	IST
Resolution No. 1. 2. 3.	Description of Resolution Ordinary Resolution for and Loss, Report of Au 31st March 2019. Ordinary Resolution for (DIN 01691120) as Dir Re-appointment of Mr. Stappointment Of Sanjay Appointment Of Sujay	n Adoption of Balar aditors and Board of the control of Re-appointment rector who is retiring Santanu Chakraborty Rastogi As An Inde Rakshit As An Inde	of Mr. Santanu of Mr. Santanu by rotation y as Managing Dirependent Director	ent of Profit e year ended Chakraborty rector:	FOR	AGAIN	IST
Resolution No. 1. 2. 3. 4. 5. Signed this	Description of Resolution Ordinary Resolution for and Loss, Report of Au 31st March 2019. Ordinary Resolution for (DIN 01691120) as Dir Re-appointment of Mr. Sappointment Of Sanjay	n Adoption of Balar ditors and Board of Pre-appointment rector who is retiring Santanu Chakraborty Rastogi As An Inde Rakshit As An Inde 2019. Signa	of Mr. Santanu g by rotation y as Managing Director pendent Director	ent of Profit e year ended Chakraborty rector:	FOR	AGAIN	IST

(formerly Panorama Capital Market Limited)

REGO OFF: NICCO HOUSE- 5TH FLOOR

2, HARE STREET

KOLKATA-700001

By Order of the Board

maging Director

PH NO: 2248-4871, 2248-4930 E-Mail-:radhashreefinance@gmail.com

ANNEXURE TO THE NOTICE FOR THE 44th ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 21st DAY OF SEPTEMBER, 2019

Name & Registered Address of Sole/First named Member:

Joint Holders Name (If any):

Folio No. / DP ID & Client ID

No. of Equity Shares Held

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Saturday, 21st day of September, 2019 at 2.30 PM. at 2, Hare Street, 5th Floor, Kolkata- 700001 and at any adjournment thereof. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link https://www.evoting.nsdl.com.

The Electronic Voting Particulars are set out below:

EVEN	USER – ID	PASSWORD
(Electronic Voting Event Number)		

The E-voting facility will be available during the following voting period:

Remote e-Voting start on	Remote e-Voting end on
18 September, 2019 at 9:00 A.M. (IST)	20 September, 2019 at 5:00 P.M. (IST)

Please read the instructions mentioned in point no.12 of the Notice before exercising your vote.

Place: Kolkata

Date: August 05, 2019

Encl: AGM Notice/ Attendance Slip / Proxy Form/Annual Report.

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