

RADHASHREE FINANCE LIMITED(LI549IWB1975PLC030290)

(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 OF POSTAL BALLOT

Notice is hereby given that pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules 2015 and the relevant provisions of the Securities and Exchange Board of India (LODR) Regulation, 2015 the resolution set out hereunder is proposed to be passed to be passed by means of Postal Ballot/ Electronic Voting (e -voting). The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the resolution is annexed.

The Board of Directors of your company at the meeting held on **3rd March 2017** has appointed M/s P D Randar and Co. Chartered Accountants having firm registration No. 319295E of 13, Ganesh Chandra Avenue, 2nd Floor, Kolkata 700013 as the scrutinizer for scrutinizer the postal Ballot and evoting process in a fair and transparent manner.

Members have the option to vote either by postal ballot or through e voting. Members desiring to exercise their votes by postal Ballot are requested to read carefully the instruction printed on the postal ballot form and return the same completed and signed, so as to reach the scrutinizer on or before the close of working hours on **Wednesday the 26th Day of April 2017**. Members desiring to opt for evoting are requested to read carefully the instruction given in the notes forming part of the notice.

Based on the Scrutinizer's Report to the Chairman of the Company, the results of the postal Ballot and evoting will be declared on **Friday the 28th Day of April 2017** at the registered office of the Company. Such results along with the Scrutinizer's report will be available on the Company's website www.panoramacapitalmarket.com and will be forwarded to the stock Exchange where the Company's shares are listed. National Securities Depository Limited (NSDL) engaged by the board of Directors of the Company for facilitating e-voting, will also display these results on its website www.evoting.nsdl.com

SPECIAL BUSINESS

1. To Consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution :-

Deletion of Object Clause of the Company

"RESOLVED that pursuant to section 13 and other applicable provisions of the Companies Act, 2013 the existing clause III.B.12 and III.B.15 will be deleted from incidental or ancillary to the attainment of the main objects of the company in the Memorandum of Association of the Company."

RESOLVED FURTHER that any one of the Directors or Company Secretary or Managing Director of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above notification."

Registered Office:-
2 Hare Street, Nicco House-5th Floor
Kolkata- 700001

By order of the Board of Directors

Santanu Chakraborty
Managing Director

Dated 14.03.2017

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Notes:-

1. The statement pursuant to the section 102 and other applicable provisions of the Companies Act, 2013 and rules made there under in respect of the business set out above are annexed hereto.
2. The Board of Directors of the Company has appointed M/s P D Randar and co. practicing chartered Accountants firm having firm Registration No. 319295E of 13 Ganesh Chandra Avenue, 2nd Floor, Kolkata-700013 has been appointed as the scrutinizer for conducting the postal Ballot/e- voting process in a fair and transparent manner.
3. The postal Ballot is being sent to the members whose names appear in the register of Members of the Company or in the register of Beneficial owners maintained by the Depositories on **March 10th, 2017** and the voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of March 10th, 2017**. The Postal Ballot Notice is being sent in electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Members.
4. The business set out in the Notice may be transacted through electronic voting system. The Company is pleased to provide you the facility of voting through electronic means in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (management and Administration) amendment Rules, 2015 as per Regulation 44 of LODR 2015.
5. Members desirous of exercising vote through electronic means are requested to carefully follow the instructions given in this Postal Ballot Notice. The voting through electronic means will **commence on Tuesday 28th Day of March 2017 at [9:00AM. IST] and will end on Wednesday the 26th Day of April 2017 at [5:00PM. IST]**. The members will not be able to cast their vote electronically beyond the date and time mentioned above.
6. Members(s) desirous of exercising vote by Postal Ballot is requested to carefully read the instructions printed on the Postal ballot Form. The duly completed Postal ballot Form is to be sent in the self-addressed Business Reply Envelope to the Scrutinizer not later than the close of working hours on **Wednesday, 26th Day of April 2017 at [5:00PM. IST]**. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received. Also no other Form or photocopy thereof is permitted. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent at the expense of the registered member will also be accepted.
7. Members can opt for only one mode of voting i.e either Postal Ballot or e-voting. In case any Member votes both by Postal ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal ballot shall be considered invalid.
8. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman or anyone of the directors or Company Secretary of the Company on **28th Day of April, 2017** at the Corporate Office of the Company. The results along with the Report will be posted on the website of the Company: www.panoramacapitalmarket.com besides communicating to the Stock Exchanges where the Shares of the Company are listed. The date of declaration of Postal Ballot results will be taken to be the date of passing the resolution.
9. Any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to the Chief Financial Officer, M/s Radhashree Finance Limited "2 Hare Street, Nicco House, 5th Floor, Kolkata-700001 or at email: radhashreefinance@gmail.com or any query pertains to electronic voting may be addressed to Mr. Rajiv Ranjan, Assisstant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400013 or at email: rajivr@nsdl.co.in.

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10. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Forms or e-voting. The Scrutinizer's decision on the validity of a Postal Ballot for shall be final.

I. The 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 Participant(s)]:
- (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 combinations 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 evoting.pdrandar@outlook.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) User ID and Initial Password is provided at the bottom of the Postal ballot Form enclosed herewith with this Notice.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. The Postal Ballot Notice shall be available on the website of the Company i.e. www.panoramacapitalmarket.com 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.
- III. 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).
- IV. The period for e-voting **starts at 9:00 a.m. on 28th Day of March, 2017 and ends at 5:00 p.m. on 26th Day of April, 2017**, e-voting will be disabled by NSDL after 5:00 p.m. on 26th Day of April, 2017. During the period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on **the cut off date 10th Day of March 2017** may cast their vote electronically.
- V. The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the

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Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, and submit his report to the Chairman of the Company.

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

Annexed to the notice dated 14th day of March 2017

Item No. 1

The Company is a Non-Banking Financial Company (NBFC) and carrying on such business activities. The Company received a letter from Reserve Bank of India, Department of Non Banking Supervision stating to delete the Clause of entering into partnership sharing profit under para B(12) and to borrow money from banks under para B(15) of Memorandum of Association. Further Non Banking Financial Companies are not allowed to enter into partnership as per Notification No.DNBS (PD).256/CGM (CRS) 2013 dated June 11, 2013 and they are not allowed to accept Public Deposit unless the company has received approval from Department of Non Banking Supervision, Reserve Bank of India.

Designation of the Shareholder	No. of Shares	I/We agree to the resolution	I/We dissent to the resolution
(To be filled through Postal Ballot by the Shareholder)			

Place: Kolkata
 Date: 14/03/2017

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Error Number)	USER ID	PASSWORD

NOTE:

- Please read the instructions mentioned in the Notice before exercising your vote.
- Please note that the last date for receipt of Postal Ballot Form by the Scrutinizer is 26th Day of April 2017.
- The e-voting will start from Tuesday, 28th Day of March 2017 at 15:00PM (IST) and will end on Wednesday 30th Day of April 2017 at 03:00 PM (IST).

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POSTAL BALLOT FORM

Postal Ballot No.:

1. Name and Registered Address of the Sole/First named Member :
2. Joint Holder(s) Name (if any) :
3. Folio No. / DP ID and Client ID No. :
4. Number of Equity Shares held :

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated 14th Day of March 2017 by conveying my/our assent or dissent to be said Resolutions by placing the Tick (✓) mark at the appropriate box below:

Description of the Resolution	No. of Shares	I/We assent to the resolution (FOR)	I/We Dissent to the resolution (AGAINST)
Special resolution for Deletion of Object Clause of the Company			

Place: Kolkata

Date: 14.03.2017

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

NOTES:

1. Please read the instructions mentioned in the Notice before exercising your vote.
2. Please note that the last date for receipt of Postal Ballot Form by the Scrutinizer is 26th Day of April 2017.
3. The e-voting will start from Tuesday, 28th Day of March 2017 at [9:00AM. IST] and will end on Wednesday, 26th Day of April 2017 at [5:00PM. IST].

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Date:- 28/04/2017

Announcement of Postal Ballot Voting Result

To,
The Calcutta Stock Exchange Association Limited
7 Lyons Range
Kolkata 700001

Sub:- Declaration of Postal Ballot Results

The Proposal For Deletion in the Object Clause of the Company has been approved by the shareholders as set out in the postal Ballot Notice dated 25.03.2017 under Section 110 of the Companies Act, 2013 and rules made thereunder.

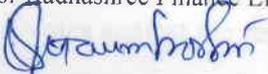
Enclosed herewith the results of the Postal Ballot which is also being hosted on our website www.panoramacapitalmarket.com along with the Scrutinizer's report issued by M/s P D Randar and co. Practicing chartered Accountants.

The details regarding the Voting results in the Specified format is also submitted as per Regulation 44 of the SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015. Based on the above, the resolution has been passed by the Members with the requisite majority.

We request you to kindly take the above on record.

Thanking You

For Radhashree Finance Limited


Santanu Chakraborty
Managing Director



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Announcement of Postal Ballot Voting Result

Result of Voting of Postal Ballot as set out in Notice dated 14th March 2017 for voting conducted by electronic means pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

In this regard, the Company has appointed M/s P D Randar and Co. Practising Chartered Accountants as the Scrutinizer for conducting the remote e-Voting and Postal Ballot process in a fair and transparent. M/s. P D Randar and Co. has submitted Consolidated Scrutinizer's Report. The details of consolidated voting by remote e-Voting and postal ballot as announced by the Chairman & Managing Director at the Registered Office on 28th April 2017 are as under:

Special Resolution: Deletion in Object Clause of the Company

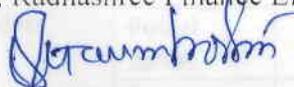
Manner of Voting	Total votes	Total invalid votes	Total valid votes	(No. of Shares)	
				Votes in favour	Votes against
E-Voting	1,65,396	-	1,65,396	1,65,396	-
Ballot Form	-	-	-	-	-
Total	1,65,396	-	1,65,396	1,65,396	-

% of votes in favour of the resolution : 100.00%

% of votes against the resolution : 0.00%

Based on the above, the Resolution has been passed by the Members with requisite majority.

For, Radhashree Finance Limited



Santanu Chakraborty
Managing Director

Place : Kolkata

Date : 28th April 2017

For, Radhashree Finance Limited



Santanu Chakraborty
Managing Director

Place : Kolkata

Date : 28th April 2017

DETAILS OF VOTING RIGHTS

Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of declaration of voting Result of Postal Ballot : 25th March 2017

Total number of Shareholders on record date/Cut Off date (17th February, 2017) : 443

No. of Shareholders present in the meeting either in person or through proxy : Not Applicable

No. of Shareholders attended the meeting through Video Conferencing : Not Applicable

Agenda wise Disclosure

1) Deletion in the Object Clause of the Company

Resolution required

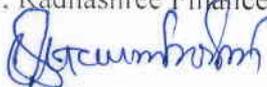
: Special Resolution

Whether promoter /promoter group interested in the agenda resolution ?

: No

Category	Mode of Voting	No. of Shares held (1)	No. Votes polled on (2)	% of Votes polled on outstanding shares (3)= [(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on Votes polled (6) [(4)/(2)]* 100	% of votes in against on Votes polled (7) [(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	7,92,542	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		7,92,542	-	-	-	-	-
Public Institutional holders	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public-izers	E-Voting	23,16,866	1,65,396	7.14%	1,65,396	-	100%	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total		23,16,866	1,65,396	7.14%	1,65,396	-	100%
Total		31,09,408	1,65,396	5.32%	1,65,396	-	100%	-

For, Radhashree Finance Limited



Santanu Chakraborty
Managing Director

Place : Kolkata

Date : 28th April 2017

**FORM NO. MGT 13
REPORT OF SCRUTINIZER**

(Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management) and Administration) Rules, 2014]

SCRUTINIZER'S REPORT

TO
THE CHAIRMAN
M/s Radhashree Finance Limited
"Nicco House"
2 Hare Street, 5th Floor,
Kolkata- 700001

Dear Sir,

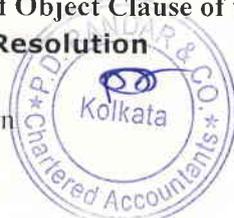
I, Prabhu Dayal Randar, Partner, M/s P D Randar and co., Chartered Accountants, appointed as Scrutinizer by the Board of Directors of M/s Radhashree Finance Limited (the Company) for the purpose of Scrutinizing the votes cast through Postal Ballot, in respect of the resolution given in the notice dated 14/03/2017, hereby submit my report as under:-

- 1) Pursuant to Section 110 of the Companies Act, 2013 (hereinafter referred to as Act) and rule 22 of the Companies (Management and Administration) Rules, 2014 as amended upto date, the postal Ballot notices including statement under section 102 of the Act, were sent to all those whose names were mentioned in the register of members of the Company as on March 10, 2017 (cut-off date), by electronic means to the members who have registered their email Id and to the other shareholders by registered post, along with postal Ballot forms by 25/03/2017. Postal Ballot notice was also placed on the website of the Company. The members of the Company were given an option to vote electronically on e-voting platform, provided by National Securities Depository Limited (NSDL).
- 2) The Evoting Period Commenced on Tuesday the 28th Day of March 2017 at 09.00 am and ended on Wednesday the 26th Day of April 2017 at 05.00 pm .
- 3) The Company receives votes through only E-voting Process.
- 4) We have downloaded the data of evoting after the evoting module was disabled by NSDL on 26th April 2017 at 05.00 PM.
- 5) The resolution are as follows:-
 - a) Deletion of Object Clause of the Company

Resolution: Item No 1 "Deletion of Object Clause of the Company"

Type of Resolution: Special Resolution

(i) Voted in Favour of the Resolution



Postal Ballot	Number of Members Voted	Number of Votes Cast by them	% of total Valid Votes Cast
E- Voting	6	1,65,396	100%
Postal Ballot	-	-	-

(ii) Voted against the resolution

Postal Ballot	Number of Members Voted	Number of Votes Cast by them	% of total Valid Votes Cast
E- Voting	-	-	-
Postal Ballot	-	-	-

The resolution accordingly stand passed with requisite majority.

A list of shareholders who voted "FOR" and "AGAINST" the resolution were enclosed.

All Papers, data, Records were handed over to the CFO of the Company for safe keeping.

Thanking You

For P D Randar and co.



Prabhu Dayal Randar
Partner
Membership No. 054778
FRN 319295E

Place Kolkata
Date 27/04/2017

Witnesses

1. Jhaku'
SHAKTI ANCHALIA
2. Saij - Rastogi
SANJAY RASTOGI
42, K. K. Tagore Street
Kolkata - 700007