



RICHFIELD FINANCIAL SERVICES LIMITED

CIN : L65999WB1992PLC055224

33, Brabourne Road, 5th Floor, Kolkata - 700 001 • Ph. (033) 2242-5812 • (M) 9836121421

Phone : 033-22425812 • E-mail : rfslnbfc@gmail.com

NOTICE OF 26th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the Members of **RICHFIELD FINANCIAL SERVICES LIMITED** will be held on Thursday, 9th day of August, 2018 at the Conference Room of Sardarshahr Parishad, 11 Dr. Rajendra Prasad Sarini (Clive Row), 5th Floor, Kolkata-700001, West Bengal at 03:00 P.M. to transact the following business:

ORDINARY BUSINESS

Item No. 1- Adoption of financial Statements for the financial year ended 31st March, 2018:

To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors ("the Board") and Auditors thereon.

Item No.2 – Retirement by Rotation of Director:

To appoint a director in place of Mr. Jai Narayan Gupta (DIN No. 00570313), who retires by rotation, and being eligible, offers himself for re-appointment.

Item No.3 - Appointment of Statutory Auditors:

To appoint M/s. H. R Agarwal & Associates, Chartered Accountants as Statutory Auditors of the Company 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**

Explanation : Pursuant to Companies Second Amendment Act, 2017 and section 139 of the Companies Act, 2013 ('the Act') and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of the maximum term permitted under the said section. In line with the requirements of the Act, M/s. H. R Agarwal & Associates, Chartered Accountants (FRN: 323029E) was appointed as the statutory auditors of the Company to hold office for a period of 5(five) consecutive years from the conclusion of the 25th Annual General Meeting of the Company held on 28th August, 2017, till the conclusion of the 30th Annual General Meeting to be held in the year 2022. Hence, the first year of audit of the financial statements for the year ending 31st March, 2018, has been completed and that M/s. H. R. Agarwal & Associates continues to hold the office of the Auditors of the Company for the remaining period of 4 (four) years. After due deliberation it was:

“RESOLVED THAT pursuant to Companies Second Amendment Act, 2017 and the provisions of Section 139 to 142 and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, further on the recommendations of the Audit Committee and that of Board of Directors and pursuant to the resolution passed by the members at the AGM held on 28.08.2017, the appointment of M/s. H. R Agarwal & Associates, Chartered Accountants (FRN: 323029E) as the statutory auditors of the Company to hold office till the conclusion of their remaining tenure be and is hereby accorded and that the Board of Directors are hereby authorized to fix the remuneration payable to them for the financial year ending 31st March, 2019, as may be determined by the audit committee in consultation with the auditors and as may be agreed upon between the auditors and the Board of Directors of the Company. ”

Registered Office:

33, Brabourne Road,
5th Floor, Kolkata - 700001

Place : Kolkata

Date : 30.05.2018

**By Order of the Board of Directors
Richfield Financial Services Limited**

Sd/-

(Soumitra Ghosh)

Company Secretary



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY:
 - a) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share Capital of the Company. A member holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as proxy for any other person or shareholder as required by section 105 of the Companies Act, 2013 read with Rule 19(2) of Cos. (Management & Administration) Rules, 2014
 - b) Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the Commencement of the Meeting.
 - c) A Proxy form is sent herewith.
 - d) Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
 - e) Proxies submitted on behalf of the Companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. A statement giving the relevant details of the Directors seeking re-appointment under Item Nos. 2 forms the part of this Notice.
3. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
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 at the Meeting.
5. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours (except Sundays & Public Holidays) between 11.00 a.m. to 5.00 p.m. up to the date of this Annual General Meeting.
6. The Register of Members and Transfer Books of the Company will be closed from Friday, 3rd August, 2018 to Thursday, 9th August, 2018, both days inclusive.
7. The Register of Directors and Key Managerial personnel and their shareholding maintained under section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date at-least ten before the meeting at the registered office of the company or at the Company's email id, so as to enable the Management to keep the information ready at the meeting.
9. The annual accounts of the Company along with the related detailed information are available for inspection at the Corporate Office of the Company, copies thereof will be made available to Shareholders upon their request.
10. Corporate Members intending to send their Authorized Representatives to attend the Meeting are requested to send a certified copy of the Board Resolution/ Power of Attorney authorizing their representatives to attend and vote on their behalf at the Meeting.
11. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to our Companies email Id: rfsl.nbfc@gmail.com.

The Notice of the AGM along with the Annual Report 2017-18 is 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 same. For Members who have not registered their e-mail addresses, physical copies are being sent in the permitted mode.

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts. Members holding shares in physical form should submit their PAN to the Company.
13. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants. The nomination form can be downloaded from the Company's website: www.rfsl.co.in
14. Institutional Members / Bodies Corporate (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 through e-mail at sricha200@gmail.com with a copy marked to helpdesk.evoting@cDSLindia.com without which the vote shall not be treated as valid.
15. 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 2nd August, 2018. A person who is not a member as on cut off date should treat this notice for information purpose only.
16. The shareholders shall have one vote per equity share held by them as on the cut-off date of 2nd August, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
17. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 2nd August, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
18. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
19. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 2nd August, 2018 are requested to send the written / email communication to the Company at rfsl.nbfc@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
20. Company has appointed Ms. Richa Shukla, Practicing Company Secretary, (C.P. No.15080) as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, which shall countersign the same and declare the result of the voting forthwith.
21. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rfsl.co.in and on the website of CDSL immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The same will be communicated to the listed stock exchanges viz. Calcutta Stock Exchange (CSE) and Bombay Stock Exchange (BSE).
22. The Equity shares of the Company are listed on Bombay Stock Exchange and Calcutta Stock Exchange Association Ltd. (CSE) and requisite Listing fees for the financial year 2017-18 have been paid to the Exchanges.
23. **VOTING THROUGH ELECTRONIC MEANS:**
 - I. 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 Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 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 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 Central Depository Services (India) Limited (CDSL).

- 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. 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.
- III. **The process and manner for remote e-voting are as under:**
 - (i) The remote e-voting period commences on 6th August, 2018 (09.00 am) and ends on 8th August, 2018 (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 2nd August, 2018, 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.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
 - (iii) Click on “**Shareholders**” tab.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) 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.
 - (vii) 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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • 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 (iv).



- (viii) After entering these details appropriately, click on “**SUBMIT**” tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **Richfield Financial Services Limited** on which you choose to vote.
- (xii) On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “**Click here to print**” option on the Voting page.
- (xvii) 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.
- (xviii) 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.
- (xix) 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.
- (xx) 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 on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.



ROUTE MAP



ANNEXURE TO ITEM 2 OF THE NOTICE

**Brief profile of the Directors seeking re-appointment
in the 26th Annual General Meeting on 9th August, 2018**

Name of the Director	Jai Narayan Gupta
Director Identification Number (DIN)	00570313
Date of Birth	13/10/1957
Nationality	INDIAN
Date of Appointment on Board	30/06/1998
Qualification	B.Com (H), FCA
Shareholding in Company	Nil
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	None
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	None