



RICHFIELD FINANCIAL SERVICES LTD

33, BRABOURNE ROAD, 5TH FLOOR, KOLKATA - 700 001

Phone: 033-22425812 Email: rfslnbfc@gmail.com

CIN: L65999WB1992PLC055224

NOTICE OF 28TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE TWENTY EIGHTH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF RICHFIELD FINANCIAL SERVICES LIMITED WILL BE HELD ON MONDAY, SEPTEMBER 28TH, 2020 AT 03:00 P.M. IST THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIOVISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

Item No. 1- To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

"RESOLVED THAT the Audited Financial Statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

Item No.2 - To appoint Mr. Jai Narayan Gupta, who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Jai Narayan Gupta (DIN: 00570313), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS

ITEM No. 3- To regularize the appointment of Mr. Rishabh Kankaria as a Managing Director on the Board of the Company.

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

"RESOLVED THAT pursuant to section 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modifications or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Rishabh Kankaria (DIN : 05325575), as the Managing Director of the Company for a tenure of 5 (five) years, upon such terms and conditions and remuneration as recommended by Nomination and Remuneration Committee of the Board and as 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 5 years from the date of his appointment w.e.f. 26th November, 2018), 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. Rishabh Kankaria."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Registered Office:
33, Brabourne Road,
5th Floor, Kolkata- 700001

By Order of the Board of Directors
M/s Richfield Financial Services Limited

Place: Kolkata
Date: 31.08.2020

(Soumitra Ghosh)
Company Secretary



NOTES:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. In terms of the provisions of Section 152 of the Act, Mr. Jai Narayan Gupta retires by rotation at the Meeting. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 and 2 of the Notice.
5. Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the “Annexure” to the Notice.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

6. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website www.rfsl.co.in, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com, and on the website of Company’s Registrar and Transfer Agent, Niche Technologies Private Limited (“NicheTech”) at www.nichetechpl.com.
7. For receiving all communication (including Annual Report) from the Company electronically: a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at rfsl.nbfc@gmail.com or to NicheTech at nichetechpl@nichetechpl.com b) Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

8. The Company will provide VC / OAVM facility to its Members for participating at the AGM.
 - a) Members will be able to attend the AGM through VC / OAVM or view the live webcast by clicking on the link <https://us02web.zoom.us/j/5995088084> or using the Meeting ID 599 508 8084 and Password CKCASC. Members are requested to follow the procedure given below:
 - i. Launch internet browser (chrome/firefox/safari) by typing the URL: <https://www.zoom.us> or open the PlayStore and download Zoom app
 - ii. Select Join Meeting
 - iii. Enter the Meeting ID and Password.
 - iv. After logging in, the members can attend the AGM event of Richfield Financial Services Limited.
 - b) Members who would like to express their views or ask questions during the AGM may e-mail the same on rfsl.nbfc@gmail.com or can type their questions in the chat box during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.



- c) Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis.
- d) Facility to join the meeting shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.
- e) Members, who need assistance before or during the AGM, can contact the company on rfsL.nbfc@gmail.com. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.

- 9. 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 AGM.
- 10. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
- 11. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:

- 12. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI Listing Regulations, the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting"). Further, the facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll. The Company has engaged the services of Central Depository Services Limited (CDSL) as the agency to provide e-voting facility. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below.

The remote e-voting facility will be available during the following voting period: Commencement of remote e-voting: 9:00 a.m. on Friday, September 25, 2020 End of remote e-voting: 5:00 p.m. on Sunday, September 27, 2020 The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period. Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his share in the paid-up equity share capital of the Company as on the cut-off date, i.e., Monday, September 21, 2020. The Board of Directors of the Company has appointed CA Shreyansh Kothari, a Practicing Chartered Accountant as Scrutinizer to scrutinize the remote e-voting and Insta Poll process in a fair and transparent manner and he had communicated his willingness to be appointed and will be available for the said purpose.

Information and instructions relating to e-voting are as under:

- I. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- II. A member can opt for only single mode of voting per EVSN, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- III. 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, i.e., Monday, September 21, 2020 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the cut-off date, i.e., Monday, September 21, 2020 should treat the Notice for information purpose only.
- IV. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date 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.



V. Information and instructions for remote e-voting:

- (i) The remote e-voting period commences on 25th September, 2020 (09.00 am) and ends on 27th September, 2020 (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 21st September, 2020, 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 favor 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.

VI. Information and instructions for Insta Poll: Facility to cast vote through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the Meeting.

VII. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutinizer’s Report and submit the same to the Chairman. 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).

VIII. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., Monday, September 28, 2020.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to rfsl.nbfc@gmail.com.



14. 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.

Registered Office:
33, Brabourne Road,
5th Floor, Kolkata- 700001

By Order of the Board of Directors
M/s Richfield Financial Services Limited

Place: Kolkata
Date: 31.08.2020

(Soumitra Ghosh)
Company Secretary

**ANNEXURE TO ITEM 2 OF ORDINARY BUSINESS OF THE NOTICE****Brief profile of the Directors seeking re-appointment in the 28th Annual General Meeting on 28th September, 2020**

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	20,000 shares
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	1. VAISHAVI TRADERS LIMITED 2. CHATURBHUJA DEALCOM LIMITED 3. SATHWIK SUPPLIERS LIMITED 4. DURADHARSH MARKETING LIMITED 5. DARUN SALES LIMITED 6. EKAKANYA ENTERPRISES LIMITED 7. DRIDH SALES LIMITED 8. OPTIMUM INFRAPROJECTS LIMITED
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NONE

ANNEXURE TO ITEM 3 OF SPECIAL BUSINESS OF THE NOTICE**Brief profile of the Managing Directors seeking appointment in the 28th Annual General Meeting on 28th September, 2020**

Name of the Director	Rishabh Kankaria
Director Identification Number (DIN)	05325575
Date of Birth	29/04/1994
Nationality	INDIAN
Date of Appointment on Board	26/11/2018
Qualification	B.Com (H), CA, CFA (USA)
Shareholding in Company	6,494 shares
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



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

ITEM No.3.

Appointment of Mr. Rishabh Kankaria as a Managing Director.

Details of Rishabh Kankaria:

Rishabh Kankaria is a Chartered Accountant and CFA (USA), having core competency in the area of Accountancy, Finance, Financial & Capital Market. Therefore the directors of the company devised for his appointment on the Board as a Managing Director of the company

Minimum Remuneration :

Notwithstanding anything contained (hereinbefore) where in any financial year, the Company has no profits or its profits are inadequate, it may still pay as minimum remuneration to Mr. Rishabh Kankaria by way of Salary, Perquisites, Commission and any other allowance not exceeding the sum of Rs. 30,000/- per month in addition to the perquisites which shall not be included in the computation of the ceiling on remuneration specified hereinbefore.

In the event of absence or inadequacy of profits in any financial year, the remuneration by way of salary, allowances and perquisites payable to Mr. Rishabh Kankaria shall not exceed the limits prescribed under the Companies Act, 2013, and the Rules made thereunder or any statutory modification of re-enactment thereof.

The Board recommends the Resolution at Item No. 3 for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution except Mr. Rajesh Kumar Kankaria and Rajni Kankaria, and Rishabh Kankaria, Directors of the Company.