

**RICHFIELD FINANCIAL SERVICES LIMITED**

Corporate Identity Number (CIN): L65999WB1992PLC055224

Regd Office: 2B, Grant Lane, 2nd Floor, Kolkata, West Bengal- 700012

Tel: 04844281119, Email: rfsl.nbfc@gmail.com, Website: www.rfsl.co.in

**NOTICE** is hereby given that the 30<sup>th</sup> Annual General Meeting of M/s. Richfield Financial Services Limited will be held on Thursday, 29<sup>th</sup> September, 2022 through Video Conferencing ("VC")/Other Audio-Visual means ("OVAM") at 02.00 PM to transact the following business:

**ORDINARY BUSINESS:**

1.To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 together with the Reports of the Board of Directors and the Auditors thereon.

2.To appoint a director in place of Mr. Vadasseril Chacko Georgekutty (DIN: 09194854) who retires from office by rotation and being eligible offers himself for re-appointment.

3. To re-appoint Auditors of the Company and to fix their remuneration:

**RESOLVED THAT** pursuant to Sections 139,142 and other applicable provisions, if any, of the Companies Act 2013 and the rules made thereunder, as amended from time to time, pursuant to recommendation of the Board M/s. John Moris & Co, Chartered Accountant (Firm Registration Number:007220S) be and is hereby appointed as statutory auditor of the Company, to hold office for a period of five consecutive years commencing from the financial year 2022-23, on a remuneration as detailed in Explanatory Statement.

**SPECIAL BUSINESS:**

4. To appoint Mrs. Neethu Subramoniyan (DIN: 08788544) as an Independent 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** pursuant to the provisions of Section 149 ,150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Neethu Subramoniyan (DIN: 08788544) who was appointed as an additional director, has submitted a declaration of Independence under Section 149 (6) of Companies Act, 2013 and is eligible for appointment and as recommended by the Nomination and Remuneration Committee and Board of Directors, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from 11<sup>th</sup> October, 2021 to 10<sup>th</sup> October, 2026 and she shall not be liable to retire by rotation.

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

5. To appoint Mrs. Indu Kamala Ravindran (DIN: 09252600) as an Independent 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** pursuant to the provisions of Section 149 ,150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Indu Kamala Ravindran (DIN: 09252600), who was appointed as an additional director, has submitted a declaration of Independence under Section 149 (6) of Companies Act, 2013 and is eligible for appointment and as recommended by the Nomination and Remuneration Committee and Board of Directors, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years from 11<sup>th</sup> October, 2021 to 10<sup>th</sup> October, 2025 and she shall not be liable to retire by rotation.

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

6. To appoint Mr. Midhun Ittoop (DIN: 07006994) as a Non-Executive Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 150,152 and 161 of the Companies Act, 2013 and rules thereunder, including any statutory modification(s) and re-enactment(s) thereof for the time being in force, subject to such approvals, consents, sanctions and permissions from any appropriate authority as may be necessary, Mr. Midhun Ittoop (DIN: 07006994), who was appointed as an additional Director of the Company with effect from 17<sup>th</sup> March, 2022 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director, whose office is not liable to retire by rotation.

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

7. To appoint Mr. Varghese Mathew (DIN:08001027) as a Non-Executive Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 150,152 and 161 of the Companies Act, 2013 and rules thereunder, including any statutory modification(s) and re-enactment(s) thereof for the time being in force, subject to such approvals, consents, sanctions and permissions from any appropriate authority as may be necessary, Mr. Varghese Mathew (DIN:08001027) who was appointed as an additional Director of the Company with effect from 17<sup>th</sup> March, 2022 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director, whose office is not liable to retire by rotation.

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

**By and on behalf of Board of Directors  
For Richfield Financial Services Limited**

**Sd/-  
Mr. Vadasseril Chacko Georgekutty  
Managing Director  
DIN:09194854**

**Place: Kolkata  
Date: 25.08.2022**

## NOTES:

- (i) In view of the situation arising due to COVID-19 global pandemic, the Annual General Meeting of the Companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and General Circular No. 21/2021 dated 14.12.2021. The forthcoming AGM will thus be held through video conferencing (VC) or Other Audio Visual Means (OVAM). Hence, Members can attend and participate in the ensuing AGM through VC/OVAM.
- (ii) Additional Information pursuant to Regulation 36 (3) of Securities and Exchange of Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, in respect of the appointment of Directors as mentioned in the item No. 4,5,6,7 of this Notice is appended. Further, the Company has received relevant disclosure/consent from the Director seeking appointment.
- (iii) The Register of Members and Share Transfer Books of Company will remain closed from Friday the 23<sup>rd</sup> September, 2022 to Thursday the 29<sup>th</sup> September, 2022 (both days inclusive) in terms of provisions of Section 91 of the Companies Act, 2013 and applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.
- (iv) In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 13, 2022. Notice of the AGM along with the Annual Report 2021-22 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 2021-22 will also be available on the Company's website [www.rfsl.co.in](http://www.rfsl.co.in), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
- (v) The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Niche Technologies Private Limited ("NicheTech"), the Registrar & Share Transfer Agent of the Company.
- (vi) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of these members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Niche Technologies Private Limited for assistance in this regard.

Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

## **E Voting & its procedures:**

### **Voting through Electronic Means:**

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No.02/2021 dated January 13, 2021 and General Circular No.21/2021 dated 14.12.2021. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA above mentioned circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.rfsl.co.in](http://www.rfsl.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05,

2020, Circular No.02/2021 dated January 13, 2021 and General Circular No.21/2021 dated 14.12.2021.

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- i. The voting period begins on Monday 26<sup>th</sup> September, 2022 to Wednesday 28<sup>th</sup> September, 2022 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, 22<sup>nd</sup> September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- iv. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- v. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast seamless authentication but also enhancing ease and convenience of participating in e- voting process.
- vi. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/Evoting">https://evoting.cdslindia.com/Evoting/Evoting</a> Login. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e- Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e- Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact toll free at 1800225533
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

Click on “Shareholders” module.

Now enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

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 e-voting of any company, then your existing password is to be used.

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Depository Participant are requested to use the sequence number sent by RTA or contact RTA.
Dividend Bank Details <b>OR</b>	Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy) format as recorded in your demat account or in the company records in order to login.

Date of Birth (DOB)	If both the details are not recorded with the depository, please enter the member id / folio number in the Dividend Bank details field.
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- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant Richfield Financial Services Limited on which you choose to vote.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system
- xvii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- xviii. **Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - 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 a Compliance User 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is mandatory that 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [rfsl.nbfc@gmail.com](mailto:rfsl.nbfc@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by [rfsl.nbfc@gmail.com](mailto:rfsl.nbfc@gmail.com) and [nichetechpl.com](mailto:nichetechpl.com).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
4. If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi- Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at [rfsl.nbfc@gmail.com](mailto:rfsl.nbfc@gmail.com). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800225533.

xvi. The Company has appointed Smt. Lakshmmi Subramanian, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast and she has communicated her willingness to be appointed. The Scrutinizer, after scrutinizing the votes cast during the AGM and through remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.rfsl.co.in](http://www.rfsl.co.in) and CDSL website. The results shall simultaneously be communicated to the Bombay Stock Exchange Limited.

**By and on behalf of Board of Directors**

**place: Kolkata**

**Date: 25.08.2022**

**For Richfield Financial Services Limited**

**Sd/-**

**Mr. Vadasseril Chacko Georgekutty**

**Managing Director**

**DIN:09194854**

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**Item No. 3:**

M/s. John Moris & Co, Chartered Accountants, were appointed as Statutory Auditors of the Company at the Extra-ordinary General Meeting ('EGM') held on 29<sup>th</sup> December, 2021 until the conclusion of ensuing Annual General Meeting. M/s. John Moris & Co, are eligible for appointment for a period of 5 years. John Moris & Co, have given their consent for their appointment as Statutory Auditors of the Company and has issued certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 ('the Act') and the rules made thereunder. M/s. John Moris & Co, have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company and its subsidiary according to the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') and the ethical requirements relevant to audit.

Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to appoint M/s. John Moris & Co, Chartered Accountants, (Firm Registration Number: 007220S), as the Statutory Auditors of the Company for the first term of five consecutive years, who shall hold office from the conclusion of this 30<sup>th</sup> AGM till the conclusion of the 35<sup>th</sup> AGM of the Company.

The proposed remuneration to be paid to M/s. John Moris & Co, is Rs.40, 000/- excluding the fees for Certification required under SEBI LODR, other certifications, taxation, applicable taxes and reimbursement of out-of-pocket expenses on actuals. The remuneration proposed to be paid to the Statutory Auditors during their second term would be in line with the existing remuneration and shall be commensurate with the services to be rendered by them during the said tenure.

M/s. John Moris & Co, Chartered Accountants, is a firm of Chartered Accountants and operates from its registered office in Chennai. The firm holds the 'Peer Review' certificate as issued by 'ICAI'.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

**Item No. 4:**

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mrs. Neethu Subramoniyam who was appointed as an Additional Director in

the board meeting held on 11.10.2021, be hereby appointed as Independent Women Director on the Board of the Company with effect from 11.10.2021. The Company has received a declaration from Mrs. Neethu Subramoniyan that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Keeping in view of her rich experience of the above appointee and in the interest of the Company your directors recommend the passing of the Ordinary Resolution.

The Board recommends the resolution set out in item no. 4 for approval of the Members.

A brief profile of Mrs. Neethu Subramoniyan is given in the Annexure to the Notice.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution as set out in item no. 4

**Item No. 5:**

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mrs. Indu Kamala Ravindran who was appointed as an Additional Director in the board meeting held on 11.10.2021, be hereby appointed as Independent Women Director on the Board of the Company with effect from -11.10.2021. The Company has received a declaration from Mrs. Indu Kamala Ravindran that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Keeping in view of her rich experience of the above appointee and in the interest of the Company your directors recommend the passing of the Ordinary Resolution.

The Board recommends the resolution set out in item no. 5 for approval of the Members.

A brief profile of Mrs. Indu Kamala Ravindran is given in the Annexure to the Notice.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution as set out in item no. 5.

**Item No. 6:**

Based on the recommendation of the Nomination and Remuneration Committee, Board of Directors of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") appointed Mr. Mithun Ittoop (DIN: 07006994) as an Additional Director on the Board as on 17th March, 2022 who would hold the office upto the date of Annual General Meeting of the Company and is eligible to be appointed as the Non-Executive Director of the Company.

The Board at the aforesaid meeting, on the recommendation of the Nomination and Remuneration Committee, the appointment of Mr. Mithun Ittoop as a Non-Executive Director of the Company and for the payment of Professional Fees for the Services, as set out in the Resolution relating to his appointment.

Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Mithun Ittoop has been received by the Company, and the consent has been filed by Mr. Mithun Ittoop pursuant to Section 152 of the Act.

The Board recommends to pass the Ordinary Resolution set out in Item No. 6 of the Notice. A brief profile of Mr. Mithun Ittoop is given in the Annexure to the Notice.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution as set out in item no. 6.

#### **Item No. 7**

Based on the recommendation of the Nomination and Remuneration Committee, Board of Directors of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") appointed Mr. Varghese Mathew (DIN:08001027) as an Additional Director on the Board as on 17<sup>th</sup> March, 2022 who would hold the office upto the date of Annual General Meeting of the Company and is eligible to be appointed as the Non-Executive Director of the Company.

The Board at the aforesaid meeting, on the recommendation of the Nomination and Remuneration Committee, recommends for the approval of the Members, the appointment of Mr. Varghese Mathew as a Non-Executive Director of the Company and for the payment of Professional Fees for the Services, as set out in the Resolution relating to her appointment. Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Varghese Mathew has been received by the Company, and the consent has been filed by Mr. Varghese Mathew pursuant to Section 152 of the Act.

The Board recommends to pass the Ordinary Resolution set out in Item No. 7 of the Notice. A brief profile of Mr. Varghese Mathew is given in the Annexure to the Notice.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution as set out in item no. 7.

**Place: Kolkata**

**By and on behalf of Board of Directors**

**Date: 25.08.2022**

**For Richfield Financial Services Limited**

**Sd/-  
Mr. Vadasseril Chacko Georgekutty  
Managing Director  
DIN:09194854**

**ANNEXURE TO NOTICE**

**AS PER REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ADDITIONAL INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED/ RE-APPOINTED:**

Name of the Director	Mr. Vadasseril Chacko Gerogekutty	Mrs. Neethu Subramoniyam	Mrs. Indu Kamala Ravindran	Mr. Mithun Ittoop	Mr. Varghese Mathew
DIN	09194854	08788544	09194854	07006994	08001027
Age	50 Years	31 Years	47 Years	31 Years	31 Years
Date of appointment	11/10/2021	11/10/2021	11/10/2021	17/03/2022	17/03/2022
Experience	22 years	8 years		3 Years	3 Years
No. of shares held as on 31.03.2022	5,94,006	Nil	Nil	Nil	Nil
Directorship in other public companies	Nil	1	Nil	Nil	Nil
Chairman / Member of committees of the Company	Nil	4	4	Nil	4
Relationship with any other Director	No	No	No	No	No
Brief History	He has completed his masters in business administration from National Institute of Bank Management and has more than 22 years of rich experience working with various Non-banking Financial Companies in the field of sales and Marketing, regional manager, area manager and managing branches in sales, marketing, operation, administration, staffing etc., s	She is a Practicing Company Secretary, from Thiruvananthapuram. She is fellow member of the Institute of Company Secretaries of India (ICSI). She also holds a Master Degree in Commerce. She has been working with various corporates since past 8 years. Her major area of practice includes NBFC's and Nidhi Companies	She is an Advocate who provides Management support services to the agencies and organisations and working in social development and services sector. She strives to assist development partners to achieve their results efficiently and effectively. She offers legal consultancy services to Department of Forest and Environments, banks and Financial Institutions	He has completed his Master of Business Management and has more than 2 years of experience working with various companies	He has completed his Master of Business Management and has more than 5 years of experience working with various companies

**Place: Kolkata**  
**Date: 25.08.2022**

**By and on behalf of Board of Directors**  
**For Richfield Financial Services Limited**

**Sd/-**  
**Mr. Vadasseril Chacko Georgekutty**  
**Managing Director**  
**DIN:09194854**