

RADIANT FINANCIAL SERVICES LIMITED

CIN: L65991WB1991PLC053192

Regd. Office: P-355, Keyatala Road, Kolkata - 700 029

Website: www.radiantfinancialservices.com,

E-mail id: rfsl@rediffmail.com, Phone: (033) 4064 8252

NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting of the Members of the Company will be held on Tuesday, the 05th day of September, 2023 at 11.00 A.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statement of the Company for the Financial Year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors' thereon.
2. To appoint a Director in place of Mr. Manish Dalmia (DIN:00264752), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. Approval for revision in remuneration of Mr. Abhishek Kayan, Managing Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Act and the provisions of the relevant rules and regulations of the Securities and Exchange Board of India as applicable in this regard consent of the members of the Company be and is hereby accorded for the revision in the remuneration of Mr. Abhishek Kayan, (DIN: 00195504), Managing Director of the Company, w.e.f. 01.10.2023 as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice, for the remaining duration of his appointment, i.e., upto September 28, 2024".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.

4. Ratification/ Approval of Material Related Party Transactions

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and Rules made there under, including statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time and the provisions of the relevant rules and regulations of the Securities and Exchange Board of India as applicable in this regard, consent of the members of the Company be and is hereby accorded to the agreement as entered by the Company with one of the Related Party of the Company as detailed in the table forming part of the Explanatory Statement annexed to this notice containing transactions exceeding 10% of the Consolidated Turnover of the Company and the transactions proposed to be carried out/transacted vide the said Agreement stands approved, confirmed and ratified accordingly.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto.

**By Order of the Board
For Radiant Financial Services Ltd.**

**Regd. Office: P-355, Keyatala Road,
Kolkata - 700 029
CIN: L65991WB1991PLC053192
Website: www.radiantfinancialservices.com
E-mail id: rfsl@rediffmail.com
Phone: (033) 4064 8252
Dated: 29th May, 2023**

**Sd/-
Priya Jhunjunwala
Company Secretary
Membership No. A65393**

NOTES:

1. The Ministry of Corporate Affairs (MCA) with reference to Circular Nos. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and all other relevant circulars issued from time to time (hereinafter collectively referred to as "Circulars") has allowed companies whose AGMs are due in the year 2023, to conduct their AGMs on or before 30.09.2023, in accordance with the requirements laid down in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 5, 2020. Hence, in compliance with these Circulars, the annual general meeting of the Company (hereinafter referred as "AGM") will be conducted through Video Conferencing (VC)/Other Audio Visual Mode (OAVM). The venue for the 32nd AGM shall be the Corporate Office of the Company i.e," Martin Burn House, 1 R.N. Mukherjee Road, 5th floor, Room No. 11, Kolkata-700001."
2. Details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard - 2 in respect of the Directors seeking appointment/ re-appointment/ or whose remuneration is proposed to be increased at the 32nd AGM are annexed hereto as **Annexure - 1** to the Notice.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to special business to be transacted at the AGM is annexed hereto.
4. MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. However, since this AGM is held through VC/OAVM only, pursuant to the 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 and they are encouraged to attend and participate through VC/OAVM. However, the Body Corporates are entitled to appoint Authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Accordingly, Route Map, Proxy Form and Attendance Slip are not annexed to this Notice.

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time i.e. Tuesday, September 05, 2023 at 11.00 A.M. IST 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 for 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. The detailed instructions for joining the meeting through VC/OAVM form part of the Notes to this Notice.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. 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 (LODR), Regulations, 2015 and the revised Secretarial Standard on General Meeting (SS-2) issued by ICSI read with MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and May 5, 2022, the Company is providing members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services. The remote e-voting facility will be provided by National Securities Depository Limited (NSDL), the authorized e-Voting agency. The members who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through e-voting system. 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. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, the Notice calling the AGM has been uploaded on the website of the Company at www.radiantfinancialservices.com. The Notice can also be accessed from the websites of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsd.com.

9. Pursuant to Section 113 of the Act, Corporate shareholders are requested to send a certified copy of the Board Resolution authorising their representative to attend this AGM, by email from their registered email addresses to the Scrutinizer at kamalfcs@rediffmail.com with a copy marked to the Company at rfsl@rediffmail.com and/or to its RTA at mdpldc@yahoo.com, mentioning the name of the Company in the subject line.
10. In case of joint holders joining the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
11. Members are informed that Share transmission and transposition and related activities are being carried out by the Registrar & Share Transfer Agents, M/s Maheshwari Datamatics Pvt. Ltd., 23, R. N. Mukherjee Road, 5th Floor, Kolkata- 700 001. All correspondence may kindly be sent to the above address only, further no request shall be accepted for transfer of shares held in physical forms any more as per the SEBI directions.
12. The Register of Members and Share Transfer Books of the Company will remain closed from 30.08.2023 (Wednesday) to 05.09.2023 (Tuesday) (both days inclusive).
13. Members holding shares in dematerialized form are requested to intimate immediately any change in their address or Bank mandates to Depository Participant with whom they are maintaining demat account and members holding shares in physical form are requested to notify immediately any change in their address (with Pin Code) to the Company, or it's Registrar and Share Transfer Agents, M/s Maheshwari Datamatics Pvt. Ltd at mdpldc@yahoo.com. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.
14. Members who would like to express their views or ask questions with respect to the agenda items of the meeting or desirous of obtaining any information concerning the accounts and operations of the Company, will be required to register themselves as speaker by sending e-mail to the Company Secretary at rfsl@rediffmail.com from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number. Only those Members who have pre-registered themselves as speaker will be able to speak at the meeting. The Company reserves the right to restrict the number of questions and / or number of speakers, depending upon availability of time, for smooth conduct of the AGM.

Further, Members who would like to have their questions / queries responded to during the AGM are requested to send such questions / queries in advance within the aforesaid time period.

15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act, will be available electronically for inspection by the members during the AGM. Members can send an e-mail to rfsl@rediffmail.com requesting for inspection of the said Registers.
16. As per the provisions of the Companies Act, 2013, the facility for making/varying/cancelling nominations is available to individuals holding shares in the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share capital and Debentures) Rules, 2014 for the purpose. The Forms can be obtained from the RTA at <https://www.mdpl.in/>. The Members holding shares in demat form may contact their respective depository participant(s) for making such nominations.
17. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz., issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, Members are requested to make service request by submitting a duly filled and signed form ISR-4, the format of which is available on the website of RTA at <https://www.mdpl.in/>. Members holding Equity Shares of the Company in physical form are requested to kindly get their Equity Shares converted into demat/electronic form since transfer of equity shares/issuance of equity shares in physical form have been disallowed by SEBI.
18. SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/CIR/2021/655 ('Circular') dated 3rd November, 2021 has provided common and simplified norms for processing investor's service request by RTA's and norms for furnishing PAN, KYC and Nomination details. As per the said Circular, it is mandatory for the shareholders holding securities in physical form to inter-alia furnish PAN, KYC and Nomination details. Physical folios wherein the PAN, KYC and Nomination details are not available shall be frozen by the RTA on or after 1st April, 2023. Holders of such frozen folios shall be eligible to lodge their grievance or avail service request from the RTA only after furnishing the complete documents / details. Similarly, the holders of such frozen folios shall be intimated in case of any payment including dividend, interest or redemption stating that such payment is due and shall be made electronically upon furnishing complete documents / details. Pursuant to the said Circular, the Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and

Nomination details through Form ISR-1. The said Form ISR-1 can be downloaded from the website of the RTA at <https://www.mdpl.in/>.

19. Members, who are holding shares in identical order of names in more than one folio, are requested to write to the Company or to the Registrar enclosing their share certificates to enable the Company to consolidate their holdings in one folio.

20. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the company electronically.

21. Electronic copy of the Annual Report for 2023 with Notice of the 32nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s). Members (Physical/Demat) who have not registered their email addresses with the company can get the same registered with the company by sending an email to mdpldc@yahoo.com and rfs1@rediffmail.com. Please note that in terms of MCA directive, physical copy of the Annual Report will not be sent to the shareholders. The entire set of annual report can be downloaded from the Company's website at www.radiantfinancialservices.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 02nd September, 2023 at 09:00 A.M. and ends on Monday, 04th September, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 29th August, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 29th August, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL’S Easi / Easiest facility, they can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p>

	<ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kamalfcs@rediffmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 email to rfs1@rediffmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to rfs1@rediffmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGHVC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. 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.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request/questions in advance mentioning their name, demat account number/folio number, email id, mobile number at rfsl@rediffmail.com latest by 05.00 p.m. (IST) on Saturday, 26th day of August, 2023. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

By Order of the Board
For Radiant Financial Services Ltd.

**Regd. Office: P-355, Keyatala Road,
Kolkata - 700 029
CIN: L65991WB1991PLC053192
Website: www.radiantfinancialservices.com
E-mail id: rfsl@rediffmail.com
Phone: (033) 4064 8252**

**Sd/-
Priya Jhunjunwala
Company Secretary
Membership No. A65393**

Dated: 29th May, 2023

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

Item No. 3

Mr. Abhishek Kayan (holding DIN 00195504) is the Managing Director of the Company with effect from 29th September, 2019 for a tenure of 5 years, i.e. upto 28th September, 2024.

The Nomination and Remuneration Committee, in its meeting held on April 27, 2023, recommended and the Board of Directors, in its meeting held on April 27, 2023, approved the revised remuneration to be paid to Mr. Abhishek Kayan (holding DIN 00195504), as Managing Director of the Company with effect from October 01, 2023 superseding the earlier one as approved by the shareholders of the Company in this regard but only for remaining tenure of his appointment, i.e., upto September 28, 2024 subject to the approval of the shareholders in the General Meeting on the terms and conditions set out below:

- (1) Basic Salary:** A Basic Salary of Rs. 1,00,000/- (Rupees One Lakh Only) per month.
- (2) Performance Incentive** would be paid @ 20% per annum of the net profit of the Company for each financial year computed in the manner laid down in Section 198 of the Companies Act, 2013, if the net profit of the Company exceeds Rs. 50,00,000/- (Rupees Fifty Lakh Only) .
- (3) Perquisites:**
 - a) Reimbursement of Electricity expenses for his residence not exceeding Rs. 20,000/- p.m.
 - b) Reimbursement of Club expenses including subscription at actual.
 - c) Medical Benefits: Reimbursement of premium paid for medical insurance and medical expenses including hospitalization, diagnostic checks, and periodic health checks, for self and family, will be borne by the company subject to ceiling of one month's basic salary (Rs. 1,00,000/-) per annum. For the above purpose, "Family" includes spouse, and dependent children.
 - d) Leave Travel Assistance: Once in a year free air passage , for self and family, subject to ceiling of one month's Basic salary (Rs. 1,00,000/-) per annum. For the above purpose, "Family" includes spouse and dependent children.
 - e) Personal Accident Insurance: Premium not exceeding Rs. 50,000/- (Rupees Fifty Thousand only) per annum for him and his family (family shall include spouse and dependent children).
 - f) Reimbursement of Annual Maintenance charges paid for Generator for his residence on actual basis.

Such other allowances, perquisites, amenities, facilities and benefits as per the service Rules of the Company and as applicable to the Managing Director and as may be permitted and approved by the Board of Directors to be paid to the Managing Director and shall be valued as per Income Tax Act & Rules, as amended from time to time.

The appointee shall not be entitled to any sitting fees for Board/Committee meetings.

In the event of inadequacy of profits calculated as per Section 198 of the Companies Act, 2013 in this financial year Mr. Abhishek Kayan shall be entitled to a minimum remuneration comprising salary, perquisites and benefits as detailed above subject to such revisions as may be approved by the Board from time to time within the overall stipulated in terms of the provisions of the Act and rules related thereto.

The above may be treated as an abstract of the terms of contract between the Company and Mr. Abhishek Kayan. Disclosure in accordance with the requirement of Section II of Part II of Schedule V of the Companies Act, 2013 is also enclosed as **Annexure 2**.

Approval of the shareholders is sought for the revision in remuneration payable to Mr. Abhishek Kayan as Managing Director of the Company with effect from October 01, 2023.

The Board of Director recommends the relevant resolution for your consideration and approval.

Except Mr. Abhishek Kayan and his relatives no other Director, Key Managerial Personnel of Company or their relatives are concerned or interested, financially or otherwise in the proposed Resolution.

Item No 4:

Mr. Avyay Kayan, [PAN: CDMPK6730Q] is the relative (son) of Mr Abhishek Kayan., Managing Director of the Company and who is undergoing training in terms of the Service Contract Agreement dated 17th Day of December, 2022 entered with him and in terms of which, inter alia, he will be serving the Company after completion of his training period plus a moratorium period of 2 years for a minimum period of 5 years.

Approval of the members by way of special Resolution is required for material related party transactions (i.e. transactions exceeding 10% of the consolidated turnover of the Company as per the latest audited financial statements). Transactions between your Company and Mr Avyay Kayan exceeded the threshold limit of 10% of the annual consolidated turnover during the years 2022-23. Particulars in terms of Rule 15(3) of The Companies (Meeting of Board and its Power) Rules, 2014 Dated are furnished below:

Name of Related Party	Name of the director or key managerial personnel who is related, if any	Nature of Relationship	Nature, material terms, monetary value and particulars of the contract or arrangements	exceeding 10% of the consolidated turnover of the Company
Mr Avyay Kayan	Mr. Abhishek Kayan	Mr.Avyay Kayan is son of Mr. Abhishek Kayan	As per Service Contract Agreement dated 17 th Day of December, 2022 for USD 1,00,000 annually for a period of Four years. The members may refer to the Service Contract Agreement hosted on the website of the Company or may inspect the same upto the date of AGM in the manner stated elsewhere in the Notice of AGM.	Yes

Members are requested to approve and ratify the agreement by approving the proposed resolution vide item no 04.

Mr. Abhishek Kayan, being the father of Mr Avyay Kayan is deemed to be interested in the proposed resolution along with other members of the Promoters Group related with Mr Avyay Kayan may be interested in the proposed resolution to the extent of their shareholding. Apart from this, no director or key managerial personnel or their relatives are interested or deemed to be interested in this resolution, financial or otherwise, except to the extent of their shareholding, if any.

ANNEXURE 1 TO THE NOTICE

[Additional information of directors seeking appointment/ re-appointment/ or whose remuneration is proposed to be increased at the 32nd Annual General Meeting pursuant to Regulation 36 of Listing Regulations]

<i>Name</i>	Mr. Manish Dalmia	Mr. Abhishek Kayan
<i>Date of Birth/ Age</i>	18.01.1975/ 48 Years	02.12.1976/ 47 Years
<i>Nationality</i>	Indian	Indian
<i>Date of first Appointment on the Board</i>	29/01/2005	29/09/2014
<i>Qualification & Expertise in specific functional areas/ Experience/ Brief resume of the Director</i>	MBA in Finance. Good knowledge Finance, Tax and Accounts and vast experience in running various industries.	B.Com (Hons). Good knowledge of Capital Markets, Non Banking Financial Industries and is well acquainted with various related Acts and Laws.
<i>Relationship with other directors</i>	None	None
<i>Directorships held in other companies (excluding foreign companies)</i>	1.DalmiaPolypack Ltd. 2.Bateli Tea Co Ltd 3.Dalmia Tea Plantation & Industries Ltd 4.Manish Co Pvt. Ltd 5.Oracle Properties and Trades Pvt. Ltd 6.Dalmia Laminators Ltd	1.PKC Stock Broking Pvt Ltd. 2.Kayan Investment & Trading Co. Pvt. Ltd 3. R F S L Exports Private Limited 4. Abhi Plastics Pvt Ltd
<i>Resignation from the Directorship of the listed companies in past three years</i>	Nil	Nil
<i>Memberships/Chairmanships of committees of other companies (includes only Audit Committee and Shareholders/ Investors' Grievance Committee)</i>	Dalmia Laminators Ltd	None
<i>Number of shares held in the Company ;</i>	NIL	1,70,600
<i>Number of Meetings of the Board attended during the year</i>	5	5

ANNEXURE 2 TO THE NOTICE

Disclosure in accordance with the requirement of Section II of Part II of Schedule V of the Companies Act, 2013

I. General Information

- a) Nature of industry: Company is carrying on the business of NBFC and investment in shares.
- b) Date of commencement of commercial production: Company is carrying on the business of NBFC since it's incorporation.
- c) Financial performance based on given indicators:

(Rupees in Lakhs)

Particulars	Financial Year Ended 31/03/2023	Financial Year Ended 31/03/2022
Total Income	52.20	69.92
Profit before Tax	11.30	17.22
Profit after Tax	5.27	12.65
EPS	0.11	0.25

- d) Foreign investments or collaboration, if any: Nil

II. Disclosures:

The disclosures as required on all elements of remuneration package such as salary, benefits, perquisites, details of fixed components and performance linked incentives have been made in the Explanatory Statement of the AGM Notice and Annual Report.