

KAMINI FINANCE AND INVESTMENT COMPANY LTD.
ROOM NO. 5, 1st Floor, H.M Market, T.R Phookan Road, Guwahati- 781001
Email Id: kficl17@gmail.com, Phone No: 033-66133300
CIN: L65929AS1986PLC002518
Website: www.kficl.com

N O T I C E

Notice is hereby given that the 36th Annual General Meeting of the members of **KAMINI FINANCE & INVESTMENT COMPANY LIMITED** will be held on Thursday, 22nd September, 2022 at 10:00 A.M. at the registered office at Room No. 5, 1st Floor, H.M. Market, T.R. Phookan Road, Guwahatai-781001 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statement for the financial year ended March 31, 2022 and Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. Chand Ratan Modi, who retires by rotation and being eligible, offers himself for re -appointment.

Special Business:

3. **Shifting of Registered office of the Company from the State of Assam to the State of West Bengal, under the jurisdiction of Registrar of Companies, Kolkata and consequent amendments to the Memorandum of Association of the Company**

“RESOLVED THAT pursuant to provisions of Section 4, 12, 13, and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, (including any amendments, enactments, modification thereof for the time being in force) made thereunder and subject to the approval of Regional Director of Ministry of Corporate Affairs, North Eastern Region, and such other approvals, permissions and sanctions, as may be required from time to time, consent of the members of the Company be and is hereby accorded for shifting of the registered office of the Company from its current location at “**ROC Shillong**” to the **State of West Bengal** under the jurisdiction of “**Registrar of Companies, Kolkata**” and that Clause II of the Memorandum of Association of the Company be substituted by the following clause:

II The registered office of the Company will be situated in the State of West Bengal

RESOLVED FURTHER THAT Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to prepare, sign and file the necessary application, affidavits and such other documents as may be necessary in connection with petition seeking confirmation of the Regional Director and / or any other authorities as may be required, to issue notices to the general public, creditors, etc. and also serve a copy of the petition to the applicable authorities as well jurisdictional registrar of companies and to appoint any professionals and advisors to appear, represent, enter appearance on behalf of the Company and to act for every purpose connected with all the proceedings in the application for approval for shifting of registered office of the Company before the Central

Corporate Office: 4, Synagogue Street, Room No. 405, 4th Floor, Kolkata-700001
Tel (STD Code): 033 66133300, Fax: 033-66133303

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Government, the Regional Director, or any other authorities and to take such other steps as may become necessary in this regard including signing and filing of application / petition / reply / letter / confirmation / undertaking etc., if required, before the applicable statutory and regulatory authorities under provisions of applicable law and to make such alteration, modification and corrections as may be required in the petition and such forms, documents, papers annexed with the same and to do all such acts, deed, things as may be required, so as to give effect to the aforesaid resolution.”

By Order of the Board of Directors

For Kamini Finance & Investment Company Limited

Place: Kolkata
Date: 29.08.2022

Sd/-
Chanchal Rungta
Director
DIN: 07590027

Corporate Office: 4, Synagogue Street, Room No. 405, 4th Floor, Kolkata-700001
Tel (STD Code): 033 66133300, Fax: 033-66133303

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a proxy to attend and vote on his behalf. A proxy need not be a Member of the Company.

Proxies, in order to be effective, must be received at the Registered Office of the Company at Room No. 5, 1st Floor, H.M. Market, T.R. Phookan Road, Guwahati-781001, not less than forty-eight hours before the commencement of the AGM.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

2. Pursuant to Section 113 of the Companies Act, 2013, corporate members are requested to send a certified copy of the Board Resolution/Authorization together with specimen signature authorizing their representative, intending to attend and vote at the AGM.
3. Members are requested to bring their copies of Annual Report to the Meeting, in order to register the attendance, at the venue of the Annual General Meeting, members are requested to bring their folio number/demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Register of Members of the Company will remain closed from Friday, September 16, 2022 to Thursday, September 22, 2022 (both days inclusive) for the purpose of Annual General Meeting.
6. In case any member is desirous to receive communication from the Company in electronic form, they may register their email address with Company or with their depository participant or send their consent at the Registered Office of the Company along with their folio no. and valid email address for registration.

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7. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Resolutions proposed at this AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) and for which purpose the Company has engaged the services of CDSL. The Board of Directors of the Company has appointed Ms. Priya Mankani, Practicing Company Secretary (Certificate of Practice Number- 17947), as the Scrutinizer for this purpose. The detailed instructions for e-voting are given as a separate attachment to this notice. The e-voting period begins on Monday, September 19, 2022 at 9.00 AM and ends on Wednesday, September 21, 2022 at 5.00 PM.
8. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on September 15, 2022 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting.
9. Additional Information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as Listing Regulations) on Director seeking appointment / re-appointment at this AGM is furnished herewith annexure to the Notice. The directors have furnished their consent for appointment / re-appointment as required under the Companies Act, 2013 and the Rules there under.
10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Company at its Registered Office.
11. Members, who wish to obtain information on the Company or desire to view the Financial Statements, may visit the Company's corporate website or send their queries at least 10 days before the AGM to the Registered Office of the Company.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.

By Order of the Board of Directors
For Kamini Finance & Investment Company Limited

Sd/-
Chanchal Rungta
Director
DIN: 07590027

Place: Kolkata
Date: 29.08.2022

Corporate Office: 4, Synagogue Street, Room No. 405, 4th Floor, Kolkata-700001
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Explanatory Statement

Item no. 3
Shifting of Registered Office

The Registered Office of your Company is presently situated in the State of Assam within the jurisdiction of Registrar of Companies, Shillong. For ease of administration and cost effectiveness, it is proposed by the Board of Directors at their meeting held to shift registered office of the Company from “**ROC Shillong**” to the **State of West Bengal** under the jurisdiction of “**Registrar of Companies, Kolkata**” subject to approval of members of the Company and Regional Director, Ministry of Corporate Affairs, Government of India, North Eastern Region, Shillong. The proposed shifting would enable to bring operational synergies and aid the management in running the business operations more effectively.

In terms of the provisions of 13 of the Companies Act 2013 read with Rule 28 of the Companies (Incorporation) Rules, 2014, shifting of the Registered Office from the jurisdiction of ROC Shillong to the jurisdiction of ROC Kolkata, requires the approval of Members by way of Special Resolution and Regional Director, Ministry of Corporate Affairs, Government of India, North Eastern Region, Shillong.

In terms of the provisions contained in section 13 of the Companies Act, 2013 the alteration of clause –II of the Memorandum of Association (MOA) pertaining to situation of the Registered office of the Company requires approval of the members by Special Resolution and further requires confirmation by the Central Govt. (Power delegated to Regional Director)

In this context, the Board of Directors at their meeting held on 26th August, 2022 has approved shifting of registered office from the State of Assam to the state of West Bengal and subsequent alteration in clause II of the Memorandum of Association of the Company, subject to requisite approvals and recommended the same for members’ approval by way of Special Resolution. None of the Directors and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

The Board recommends the Resolution as mentioned in Notice for your approval.

By Order of the Board of Directors
For Kamini Finance & Investment Company Limited

Sd/-
Chanchal Rungta
Director
DIN: 07590027

Place: Kolkata
Date: 29.08.2022

Corporate Office: 4, Synagogue Street, Room No. 405, 4th Floor, Kolkata-700001
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INSTRUCTIONS FOR E-VOTING

Dear Member,

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013, read with the applicable rules, the Company is pleased to provide e-voting facility to all its Members, to enable to cast their vote electronically instead of dispatching the physical postal ballot form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members.

The procedure with respect to **remote e-voting** is provided below:

- (i) The voting period begins on **Monday, September 19, 2022 at 9.00 AM and ends on Wednesday, September 21, 2022 at 5.00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 15, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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.
- (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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (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 **KAMINI FINANCE AND INVESTMENT CO. 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobile. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 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.

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- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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.

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GENERAL INSTRUCTIONS:

1. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote through e-mail at mankani.pria@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before September 15, 2022 up to 5:00 pm without which the vote shall not be treated as valid.
2. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 15, 2022. A person who is not a member as on cut-off date should treat this notice for information purpose only.
3. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of member/Depositories as at closing hours of business on 19th August, 2022.
4. The shareholders shall have one vote per equity share held by them as on the cut-off date of September 15, 2022. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
5. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 15, 2022 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
6. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
7. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e September 15, 2022 requested to send the written / email communication to the Company at kficl17@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
8. Ms. Priya Mankani, Practicing Company Secretary (Certificate of Practice Number- 17947) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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9. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL. The same will be communicated to the listed stock exchanges viz. Metropolitan Stock Exchange of India.

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ATTENDANCE SLIP
(To be handed over at the entrance of the Meeting Hall)

Folio No.: _____ DP-ID No.: _____ Client-ID No. _____

Name of Member(s): _____

Name of the Proxy holder: _____

Registered Address: _____

Number of Shares Held _____

I, hereby record my presence at the 36th ANNUAL GENERAL MEETING of the Company held on Thursday, the 22nd day of September, 2022 at 10.00 a.m. at Room No. 5, 1st Floor, H.M. Market, T.R. Phookan Road, Guwahati-781001.

Signature of the Member / Representative / Proxy Holder*

* Strike out whichever is not applicable

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FORM OF PROXY

*(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014)*

Folio No.: _____ DPID No.: _____ Client ID No.: _____

Name of the Member(s): _____ Email Id: _____

Registered Address: _____

I/We, being members, holding shares of KAMINI FINANCE & INVESTMENT COMPANY LIMITED hereby appoint:

1. Name: _____ E-mail Id _____
Address: _____ or failing him/her

2. Name: _____ E-mail Id _____
Address: _____ or failing him/her

3. Name: _____ E-mail Id _____
Address: _____

as my / our Proxy to vote for me / us, on my / our behalf at the 36th ANNUAL GENERAL MEETING of the Company held on Thursday the 22nd day of September, 2022 and at any adjournment thereof in respect of the following resolutions:

1. Adoption of Balance Sheet, Statement of Profit & Loss, Report of Auditors and Board of Directors for the year ended 31st March, 2022.
2. Retire by Rotation
3. Shifting of Registered Office.

Signed this _____ day of _____ 2022. Signature of Member _____

Revenue

Signature of Proxy holder(s): 1. _____

2. _____

3. _____

NOTE: *The Form of Proxy duly completed must be deposited at the Registered Office of the Company, Room No. 5, 1st Floor, H.M. Market, T.R. Phookan Road, Guwahati-781001 not later than 48 hours before the time for holding the meeting.*

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**ANNEXURE TO THE NOTICE FOR THE 36th ANNUAL GENERAL MEETING OF
THE COMPANY TO BE HELD ON 22nd SEPTEMBER, 2022**

Name & Registered Address
of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID:

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Thursday, 22nd September, 2022 at 10:00 A.M at Room No. 5, 1st Floor, H.M. Market, T.R. Phookan Road, Guwahati-781001 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>

The Electronic Voting Particulars are set out below:

EVS (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.

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The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
19th September, 2022 at 9:00 A.M. (IST)	21st September, 2022 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of AGM before exercising your vote.

By Order of the Board of Directors

For Kamini Finance & Investment Company Limited

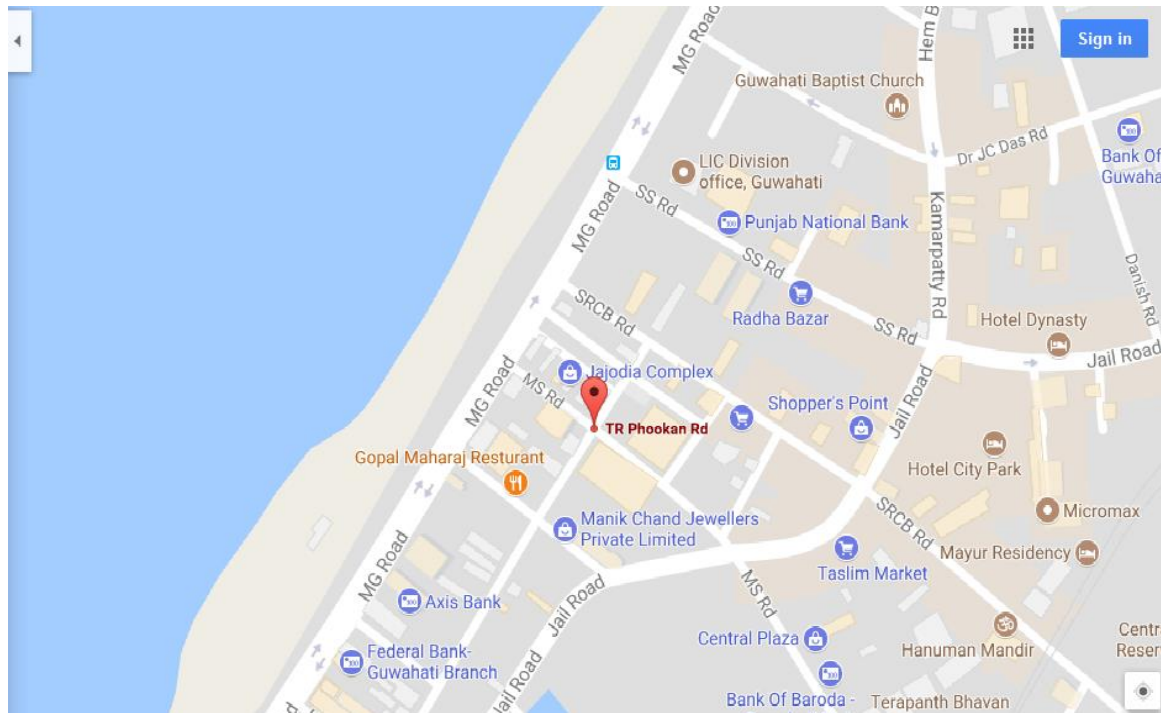
Place: Kolkata
Date: 29.08.2022

Sd/-
Chanchal Rungta
Director
DIN: 07590027

Corporate Office: 4, Synagogue Street, Room No. 405, 4th Floor, Kolkata-700001
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Route map for the location of the venue of the 36th Annual General Meeting of the Kamini Finance & Investment Company Limited is given below:



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