

# RAJATH FINANCE LIMITED

(CIN: L65910MH1984PLC419700)

E-Mail: [compliance@fynxcapital.com](mailto:compliance@fynxcapital.com) Website : [www.fynxcapital.com](http://www.fynxcapital.com) GST No : 27AABCR3205L1ZG

12<sup>th</sup> February, 2025

To,  
The Department of Corporate Services,  
The BSE Ltd., 1<sup>st</sup> Floor,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001,  
Maharashtra, India

Script Code No: 507962

**Sub: Submission of Notice of 02<sup>nd</sup> Extraordinary General Meeting of Rajath Finance Limited.**

Dear Sir/Madam,

With reference to the above subject and pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed copy of the notice of the 02<sup>nd</sup> Extraordinary General Meeting (EGM) of Rajath Finance Limited ("the Company") to be held on 10<sup>th</sup> March, 2025 at 02:30 p.m. at registered Office of the company at office No. 1001, tenth Floor, K.P. Aurum Building, Marol Maroshi Road, Andheri (East), Mumbai - 400059. The same has been sent on 12<sup>th</sup> February 2025 by email to those members whose email address are registered with the Depository Participant(s) / MUFG intime India Private Limited ("RTA" of the Company).

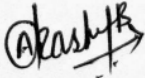
The said Notice is also available on the website of the Company at [www.fynxcapital.com](http://www.fynxcapital.com).

Kindly take the same on record.

Thanking you,

Yours Faithfully,

For, RAJATH FINANCE LIMITED



**AKASH HIRENBHAI BHEDA**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

# NOTICE OF EGM

**Rajath Finance Limited**

**CIN: L65910MH1984PLC419700**

**Address of Registered Office:**

Office No. 1001, Tenth Floor, K.P. Aurum Building, CTS No. 426A, Marol Maroshi Road, Andheri (e), Mumbai – 400059.

Phone: +91 8655900272 / +91 8655900271

E-Mail Id: [compliance@fynxcapital.com](mailto:compliance@fynxcapital.com)

Website: [www.fynxcapital.com](http://www.fynxcapital.com)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE** is hereby given that 02/2024-25 Extraordinary General Meeting (“EGM”) of the Members of the Rajath Finance Limited (“the Company”) will be held on Monday, 10<sup>th</sup> March, 2025 at 02:30 p.m. at the Registered Office of the Company situated at Office No. 1001, Tenth Floor, K.P. Aurum Building, CTS No. 426A, Marol Maroshi Road, Andheri (E), Mumbai - 400059, India to transact the following businesses:

### **Special Business:**

#### **1. APPROVAL FOR RELATED PARTY TRANSACTION**

To consider and, if thought fit, to pass with or without modification(s), the following as an ORDINARY RESOLUTION:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force) and subject to such approval(s) and the ‘Policy for dealing with Related Party Transactions’ of Rajath Finance Limited (“the Company”) and based on the recommendation/approval of the Audit Committee and the Board of Directors of the Company, subject to such approvals, consents, sanctions and permissions as may be necessary, the members of the Company do hereby approve and authorize the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into and/or continuing with Material Related Party Transaction(s)/ contract(s)/ arrangement(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) between the Company and its related party, M/s. Billmart Fintech Private Limited, the company in which Director is interested within the meaning of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for such amount and on such material terms and conditions as detailed in the Explanatory Statement to this Resolution and as may be mutually agreed between both the parties for FY 2024-25, 2025-26 and the said transaction shall not be arm’s length basis and in the ordinary course of business of the Company.

<b>Sr. No.</b>	<b>Name of the Related Party</b>	<b>Nature of Relationship</b>	<b>Type of Transaction</b>	<b>Value of Transaction</b>
1.	M/s. Billmart Fintech Private Limited	Common Directors	Technology and Commercial transactions	Rs. 1,00,00,000/-

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**RESOLVED FURTHER THAT** all actions taken by the Board/Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved and confirmed in all respects.”

### **2. APPOINTMENT OF MR. ASHOK KUMAR MITTAL AS DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), the following as an ORDINARY RESOLUTION:

**“RESOLVED THAT** pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Ashok Kumar Mittal (DIN- 01332017), who was appointed by the Board of Directors as an Additional Director, with effect from January 27, 2025 under section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Extraordinary General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Director of the Company, liable to retire by rotation.”

### **3. APPOINTMENT OF MRS. VIJAYA GUPTA AS INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), as an SPECIAL RESOLUTION:

**“RESOLVED THAT** Mrs. Vijaya Gupta (DIN-09681933) who was appointed as an Additional Director and holds office up to the date of this Extraordinary General Meeting of the Company, is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director, be and is hereby appointed as a Director (Independent).

**RESOLVED FURTHER THAT** pursuant to Section 149 of the Companies Act, 2013 Mrs. Vijaya Gupta be and is hereby appointed as an Independent Director of the Company to hold office for a consecutive term of five years commencing from January 27, 2025, to January 26, 2030.”



## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

### **4. APPOINTMENT MRS. ANJALI SHARMA AS INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass with or without modification(s), as an SPECIAL RESOLUTION:

**“RESOLVED THAT** Mrs. Anjali Sharma (DIN- 10820207) who was appointed as an Additional Director and holds office up to the date of this Extraordinary General Meeting of the Company, is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member under the provisions of Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director, be and is hereby appointed as a Director (Independent).

**RESOLVED FURTHER THAT** pursuant to Section 149 of the Companies Act, 2013 Mrs. Anjali Sharma be and is hereby appointed as an Independent Director of the Company to hold office for a consecutive term of five years commencing from January 27, 2025, to January 26, 2030.”

### **5. APPROVAL FOR INCREASE IN BORROWING LIMITS OF THE COMPANY AS PER SECTION 180 (1) (c) OF THE COMPANIES ACT, 2013.**

To consider and, if thought fit, to pass with or without modification(s), the following as a SPECIAL RESOLUTION:

**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto (including any statutory modifications or re-enactments thereof for the time being in force) and RBI Regulations and approval of the shareholders of the Company be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to borrow any sum or sums of moneys as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs 15 crores (Rupees Fifteen Crore Only) for the Company, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the permissible limit i.e. aggregate of paid-up capital, free reserves and securities premium of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

### **6. APPROVAL FOR CHANGE THE NAME OF THE COMPANY**

To Consider and if thought fit, pass with or without modification(s) the following resolution as a SPECIAL RESOLUTION:

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 13, 14 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and pursuant to Rule 8, 9 and 29 of the Companies (Incorporation) Rules, 2014 (including any amendment thereto or reenactment thereof for the time being in force) and in accordance with the applicable provisions of the Articles of Association of the Company (‘Articles’) and the consent of members of the Company, be and is hereby accorded to change the name of the Company from **“RAJATH FINANCE LIMITED” to “FYNX CAPITAL LIMITED**

**RESOLVED FURTHER THAT** the Name Clause being Clause 1 in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:  
I. The Name of the Company is **“FYNX CAPITAL LIMITED”**

**RESOLVED FURTHER THAT** the name RAJATH FINANCE LIMITED wherever it occurs in the Memorandum and Articles of Association of the company is substituted by the new name **FYNX CAPITAL LIMITED.**

**RESOLVED FURTHER THAT** pursuant to Regulation 45 (3) of SEBI (LODR) Regulation, 2015 the certificate received from Chartered Accountant of the company and forms part of the explanatory statement of this notice.

**RESOLVED FURTHER THAT** any one director be and is hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution and all matters incidental thereto, including to sign, execute and file the requisite forms, intimations, undertakings and other necessary documents with Ministry of Corporate Affairs, Registrar of Companies, depository participants, depositories, authorised dealer banks and any other regulatory authorities or third parties.”

**DATE:27.01.2025**

**PLACE: MUMBAI**

By Order of the Board of Directors,  
**FOR, RAJATH FINANCE LIMITED**

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**Akash Hirenbbhai Bheda**  
**Company Secretary & Compliance Officer**

**Registered Office Address: Rajath Finance Limited 1001, 10th floor, K. P. Aurum, Marol Maroshi Road, Andheri (E), Mumbai, Maharashtra-400059**  
**Corporate Identification Number (CIN): L65910MH1984PLC419700**  
**E-mail: [compliance@fynxcapital.com](mailto:compliance@fynxcapital.com)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

### **NOTES:**

1. Pursuant to General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, General Circular Nos 22/2020 dated June 15, 2020, General circular 33/2020 dated September 28, 2020, General circular 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022 General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Master Circular No. SEBI/HO/CFD/POD2/CIR/P/2023/120 dated 11th July, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 issued by Securities and Exchange Board of India, Companies were permitted to send the Notice of EGM only through electronic mode to those Members whose e-mail addresses were registered with the Company/Depositories. Further for those members who have not registered their email address, may note that copy of notice is also available on the website of the company at [www.fynxcapital.com](http://www.fynxcapital.com) and also on the website of the Stock exchange at [www.bseindia.com](http://www.bseindia.com) for download.
2. Accordingly in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the aforesaid Circulars, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, setting out the material facts relating to the business stated under Item No. 1, 2, 3, 4, 5 and 6 is annexed hereto.
4. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the RTA, giving reference of their Folio Number.
5. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. For a proxy to be valid, it must be deposited at the registered office of the company, not less than 48 hours before the commencement of meeting.
6. A person can act as 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 only exception being that a member holding more than ten percent, of the total share capital of the company carrying voting rights may appoint single person as proxy and such person shall not act as proxy for any other person or shareholder.



## NOTICE OF EXTRAORDINARY GENERAL MEETING

7. In Compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, your company is pleased to provide remote e-Voting facility to its members for the business as may be transacted at the Extra-ordinary General Meeting of the Company.
8. The members who have cast their votes by remote e-voting prior to the day of EGM may attend the meeting but shall not be entitled to cast their vote again at the venue of the EGM.
9. E-voting platform for remote e-voting shall be provided by the MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) (Instavote), Registrar and Share Transfer Agent of the Company. The detailed instructions for remote e-voting as per the SEBI Circular dated 09th December, 2020 are annexed to this notice.
10. The remote e-voting period shall commence at 09:00 AM on Thursday, 06<sup>th</sup> March, 2025 and will end at 05:00 PM on Sunday 09<sup>th</sup> March, 2025. During this period, the members of the company holding shares as on the cutoff date i.e 03<sup>rd</sup> March, 2025 may cast their vote electronically. E-voting module shall be disabled by the Link Intime after 05:00 PM on Sunday 09<sup>th</sup> March, 2025. During the EGM, voting can be done through ballot/polling paper.
11. PHD & Associates (Practicing Company Secretary) has been appointed by Board of Directors vide their Board Meeting held on Monday, 27<sup>th</sup> January, 2025, as the Scrutinizer to scrutinize the e-voting process and Voting through Poll at the venue of the EGM in a fair and transparent manner.
12. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and in presence of at least two witnesses not in the employment of the Company. The results shall be declared within two working days after the conclusion of EGM of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Results along with the Scrutinizer's Report(s) will be available on the website of the Company [www.fynxcapital.com](http://www.fynxcapital.com) and on LIPL's website <https://instavote.linkintime.co.in> and communicated to the BSE Limited, where the shares of the Company are listed.
13. All documents referred to in the accompanying Notice and Explanatory Statement annexed hereto including the Statutory Registers shall be open for inspection at the Registered Office of the Company during normal business hours (9 A.M. to 5 P.M.) on all working days except Saturdays and Sundays, up to and including the date of the Extraordinary General Meeting of the Company.
14. Bodies' Corporate Members are requested to send a Certified Copy of the Board Resolution authorizing their Representative(s) to attend and vote at the meeting pursuant to provisions of Section 113 of the Companies Act, 2013.

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

15. Route map and prominent landmark displaying the venue of the Extra- Ordinary General Meeting is annexed herewith.
16. Members/Proxies should fill the Attendance Slip (annexed below) for attending the meeting and bring their attendance slips in the Meeting.



## NOTICE OF EXTRAORDINARY GENERAL MEETING

### **BRIEF PROFILE OF DIRECTOR SEEING APPOINTMENT:**

<b>Director Name</b>	Mr. Ashok Kumar Mittal
Date of Appointment as Director in Company	27/01/2025
Qualification	<input type="checkbox"/> MBM from Alagappa University with 1st division in 2003 <input type="checkbox"/> B.Com from M.D.S. University, Ajmer in 1990 (Gold Medalist with 1st position)
Experience in specific functional area	Entrepreneur for the last 7+ years, running MSME focused digital NBFC. <input type="checkbox"/> In leadership roles, a highly successful business head for 15+ years. Key role in Initiating Strategic Moves, Effective Liaising, Maintaining and enhancing Long-Term business relationships, Revenue Maximization and increasing business, Risk Management and people leadership. <input type="checkbox"/> Managing business media channels for more than a decade providing strategic input and having strong presence & networking with Business Media. <input type="checkbox"/> Conducted more than 200 public seminars on Commodities, Equity Derivatives and Currencies across India in last 13 years. I have been an eminent speaker in many National Seminars. <input type="checkbox"/> Was associated with an Agri logistic group as CEO – NBFC vertical at Delhi and Headed commodities business since 2003.
Directorship held in other Public Limited (excluding Directorship in Rajath Finance Limited)	Lord Krishna Financial Services Limited
Membership/Chairmanship of Committees in other Public Limited (excluding Membership/ Chairmanship of Committees in Rajath Finance Limited)	Not Applicable
No. of Shares held	NIL

## NOTICE OF EXTRAORDINARY GENERAL MEETING

### BRIEF PROFILE OF DIRECTOR SEEING APPOINTMENT:

Director Name	Mrs. Vijaya Gupta
Date of Appointment as Director in Company	27/01/2025
Qualification	<p>PhD in Economics-Social Science in the field of Agri. Econ, Dept of Economics, University of Rajasthan, (UoR), Jaipur</p> <p>M. Phil., Economics, UoR, Jaipur</p> <p>M. A., Economics, UoR, Jaipur</p> <p>B.A., Economics, Geography, English Literature, UoR, Jaipur</p>
Experience in specific functional area	<p>Mrs. Vijaya Gupta has had a distinguished academic career in various fields and Departments.</p> <p><b>Visiting Professor</b>, Centre for Urban Sustainability and Resilience, Department of Civil, Environmental &amp; Geomatic Engineering, University College London (UCL), UK (Sep 2023–Aug 2024). This position marks their sabbatical leave from the Indian Institute of Management (IIM), Mumbai.</p> <p><b>Academic Leadership and Teaching:</b> <b>Institute Chair Professor</b>, Indian Institute of Management (IIM), Mumbai (since March 2023). As an Institute Chair Professor, they hold a senior and influential role at one of India's leading business schools, focusing on advanced research and teaching. <b>Professor</b>, IIM, Mumbai (since February 2013), where they have been a full professor, contributing significantly to both academic research and teaching. <b>Associate Professor</b>, IIM, Mumbai (April 2006–Jan 2013), a period during which they likely played a key role in the development of the institution's curriculum and research initiatives. <b>Assistant Professor</b>, IIM, Mumbai (Sep 2000–March 2006), where they began their tenure at IIM, Mumbai, and helped establish their academic reputation.</p>

## NOTICE OF EXTRAORDINARY GENERAL MEETING

	<p><b>Earlier Academic Experience:</b></p> <p><b>Reader</b>, Malviya National Institute of Technology (MNIT), Jaipur (Feb 1998–Aug 2000), a senior academic position in which they contributed to the development of engineering and management programs.</p> <p><b>Part-time Tutor</b>, Sheffield University Management School, UK (1993–94), where they began their international teaching journey, likely helping to shape their academic approach.</p> <p><b>Visiting Faculty</b>, Sheffield Hallam University, Sheffield, UK (June–November 1993), further expanding their experience in the UK academic environment.</p> <p><b>Lecturer and Senior Lecturer</b>, Malviya National Institute of Technology (MNIT), Jaipur (Nov 1987–Jan 1998), where they started their academic career and contributed significantly to the development of management education in India.</p>
Directorship held in other Public Limited (excluding Directorship in Rajath Finance Limited)	Ticker Limited
Membership/Chairmanship of Committees in other Public Limited (excluding Membership/ Chairmanship of Committees in Rajath Finance Limited)	Not Applicable
No. of Shares held	NIL

## NOTICE OF EXTRAORDINARY GENERAL MEETING

### **BRIEF PROFILE OF DIRECTOR SEEING APPOINTMENT:**

<b>Director Name</b>	Mrs. Anjali Sharma
Date of Appointment as Director in Company	27/01/2025
Qualification	Postgraduate
Experience in specific functional area	<p>Mrs. Anjali Sharma is a prominent businesswoman in the jewelry, gemstone manufacturing, and exporting sectors with overall experience of more than 6 years, With her deep knowledge and expertise in the gemstone industry, she has built a reputation for precious stones and high-quality jewelry.</p> <p>As an entrepreneur, Mrs. Anjali Sharma has established herself in the wholesale jewelry and gemstone business, focusing on crafting and sourcing exquisite designs and high-grade gemstones for both domestic and international markets. Her business primarily involves the manufacturing of jewelry using a variety of gemstones, from diamonds to more exotic stones, and she plays a significant role in exporting these luxury items to various parts of the world.</p> <p>As a wholesaler, Anjali Sharma works with retailers, jewelers, and other industry professionals, providing them with premium products while building long-term business relationships. Her expertise, vision, and commitment to quality have made her a respected figure in the competitive jewelry and gemstone industry.</p>
Directorship held in other Public Limited (excluding Directorship in Rajath Finance Limited)	Not Applicable
Membership/Chairmanship of Committees in other Public Limited (excluding Membership/ Chairmanship of Committees in Rajath Finance Limited)	Not Applicable
No. of Shares held	NIL

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**DATE:27.01.2025**

**PLACE: MUMBAI**

By Order of the Board of Directors,  
**FOR, RAJATH FINANCE LIMITED**

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**Akash Hirenghai Bheda**

**Company Secretary & Compliance Officer**

**Registered Office Address: Rajath Finance  
Limited 1001, 10th floor, K. P. Aurum,  
Marol Maroshi Road, Andheri (E), Mumbai,  
Maharashtra-400059**

**Corporate Identification Number**

**(CIN): L65910MH1984PLC419700**

**E-mail: [compliance@fynxcapital.com](mailto:compliance@fynxcapital.com)**



## NOTICE OF EXTRAORDINARY GENERAL MEETING

### Remote e-voting instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, 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 correctly in their demat accounts to access e-Voting facility.

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

### Individual Shareholders holding securities in demat mode with NSDL

#### METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

##### Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) 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.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

##### Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

### **Individual Shareholders holding securities in demat mode with CDSL**

#### **METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

##### **Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

##### **Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

## NOTICE OF EXTRAORDINARY GENERAL MEETING

- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

### **Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

#### **A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

#### **B. PAN:**

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

#### **C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

#### **D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

*\*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- ❖ Set the password of your choice  
(The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

### **Shareholders who have registered for INSTAVOTE facility:**

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click “Submit”

## NOTICE OF EXTRAORDINARY GENERAL MEETING

d) Cast your vote electronically:

- A. After successful login, you will be able to see the “Notification for e-voting”.
  - B. Select ‘View’ icon.
  - C. E-voting page will appear.
  - D. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
  - E. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

### **Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)**

#### **STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on **“Sign Up”** under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

#### **STEP 2 – Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Investor Mapping”** tab under the Menu Section
- c) Map the Investor with the following details:
  - A. ‘Investor ID’ –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - C. ‘Investor PAN’ - Enter your 10-digit PAN.
  - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

*\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.



## NOTICE OF EXTRAORDINARY GENERAL MEETING

### STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **“Votes Entry”** tab under the Menu section.
- c) Enter the **“Event No.”** for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter **“16-digit Demat Account No.”** for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.  
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

**OR**

#### METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select **“View”** icon for **“Company’s Name / Event number”**.
- d) E-voting page will appear.
- e) Download sample vote file from **“Download Sample Vote File”** tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **“Upload Vote File”** option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### Helpdesk:

**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.



## NOTICE OF EXTRAORDINARY GENERAL MEETING

### Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### Forgot Password:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

#### User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/ DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (2) OF THE COMPANIES ACT, 2013 (THE “ACT”) SETTING OUT ALL THE MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS MENTIONED IN THE ACCOMPANYING NOTICE:**

**ITEM NO 1.**

Section 188 (1) (d) of the Companies Act, 2013, provides that any contract or arrangement of availing or rendering of any services amounting to ten percent (10%) or more of the turnover of the Company to be entered by the Company with the Related Party shall require prior approval of the Company by way of passing ordinary resolution. The Company will enter into technological and commercial transactions for FY 2024-25 & 2025-26, with Billmart Fintech Private Limited, where Mr. Gautam Kirtikumar Shah and Mr. Ashok Kumar Mittal, the Directors of the Company are holding directorship.

Further, the turnover of the Company for the financial year 2023-24 is Rs. 8,18,600/- (Rupees Eight Lakh Eighteen Thousand Six Hundred only). As the total amount of said transaction is Rs. 1,00,00,000/- (Rupees One Crore only), the same is more than ten percent (10%) of the turnover of the Company as per audited financial statement of the preceding year and accordingly would require the prior approval of the members by passing an ordinary resolution.

It is clarified that the management had provided the Audit Committee with relevant details of the proposed RPTs, including material terms and basis of pricing. The Audit Committee, in its meeting held on 22<sup>nd</sup> October, 2024 and 27<sup>th</sup> January, 2025 after reviewing all necessary information, has granted its approval to enter into the said RPTs.

The Audit Committee has further noted that the said transaction(s) will not be at arm's length and shall in the ordinary course of business.

Information pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, that are required to be disclosed in the explanatory statement which are applicable to the Company.

Name of the Related Parties	Billmart Fintech Private Limited
Nature of the transaction	Technological and Commercial transactions
Duration of the transaction	12 months and renewable thereafter
Particulars of the contract or arrangement	Agreement between Rajath Finance Limited (RFL) and Billmart Fintech Private Limited where Mr. Gautam Kirtikumar Shah and Mr. Ashok Kumar Mittal are common Directors. The purpose is to enable RFL to participate in platform developed by Billmart Fintech Private Limited for business enhancement
Material terms of the contract or arrangement including the value, if any	Fees for using platform as a service (PAAS) and Transaction charges for using Billmart platform as Market Place
Advance paid or received for the contract or arrangement, if any	No Advance paid or received

The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Price is determined based on Market prevalent price; however, Price is being charged at lower side of the Market Price
Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	All Material factors are considered
Maximum Expected Value of transactions, in aggregate	The Maximum Expected Value of Transaction is Rs.1,00,00,000/- only
Any other information relevant or important for the Board to take a decision on the proposed transaction	The Business is yet to be started therefore, determination of expected revenue cannot be determined

Except Mr. Gautam Kirtikumar Shah and Mr. Ashok Kumar Mittal, the Directors of the Company, being related party, none of the other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No 1.

It is further clarified that none of the Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise except for the said RPTs proposed to be entered, in the Resolution mentioned above.

The Board recommends the Ordinary Resolution as set forth in item no.1, for the approval of the Members

## **ITEM NO. 2:**

The Board of Directors of the company, through resolution passed in their meeting held on 27<sup>th</sup> day of January, 2025 has appointed Mr. Ashok Kumar Mittal (DIN-01332017) as Additional Director of the company till the date of the next Extraordinary general meeting. Accordingly, in terms of the provisions of the Companies Act, 2013 approval of the members of the company is required for the regularization of Mr. Ashok Kumar Mittal as Non-Executive Director (Non-Independent) of the company.

None of the Directors of the company is concerned or interested in the resolution.

The Board recommends the Ordinary resolution as set forth in item no. 2 for the approval of the members.

**ITEM NO. 3:**

The Board of Directors of the company, through resolution passed in their meeting held on 27<sup>th</sup> day of January, 2025 has appointed Mrs. Vijaya Gupta (DIN-09681933) as Additional Director of the company till the date of the next Extraordinary general meeting. Accordingly, in terms of the provisions of the Companies Act, 2013 approval of the members of the company is required for the regularization of Mrs. Vijaya Gupta as Director (Independent) of the company.

None of the Directors of the company is concerned or interested in the resolution.

The Board recommends the special resolution as set forth in item no. 3 for the approval of the members.

**ITEM NO. 4**

The Board of Directors of the company, through resolution passed in their meeting held on 27<sup>th</sup> day of January, 2025 has appointed Mrs. Anjali Sharma (DIN-10820207) as Additional Director of the company till the date of the next Extraordinary general meeting. Accordingly, in terms of the provisions of the Companies Act, 2013 approval of the members of the company is required for the regularization of Mrs. Anjali Sharma as Director (Independent) of the company.

None of the Directors of the company is concerned or interested in the resolution.

The Board recommends the special resolution as set forth in item no. 4 for the approval of the members.

**ITEM NO. 5**

Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto (including any statutory modifications or re-enactments thereof for the time being in force) and RBI Regulations shall require prior approval of the Company by way of passing special resolution. The Board of Directors have agreed to borrow for an aggregate amount not exceeding Rs 15 crores (Rupees Fifteen Crore Only) for the Company, notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the permissible limit i.e. aggregate of paid-up capital, free reserves and securities premium of the Company.

As on 31st March, 2024, the net-worth of the Company was 5,11,37,952. It is proposed to borrow upto total amount of Rs 15 crores (Rupees Fifteen Crore Only) by the Board of Directors. The Company shall ensure that the debt equity ratio of the Company, at all times, will be within prudent limits.

The proposed borrowings, may in certain cases, be secured by charges, mortgages and hypothecations of properties/ assets, both present and future, of the Company and may attract the provisions of Section 180 (1)(a) of the Companies Act, 2013 and hence it is considered appropriate to obtain members approval by way of special resolution under the provisions of said section.



None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

Your directors recommend the resolution set out at Item No.5 to be passed as Special resolution by the members.

#### **ITEM NO. 6**

To widen the scope of business activities; aligning with the present business environment and with the new era of digital lending and to align with the object of the Company as stated in the Memorandum of the Association of the board of directors has decided to change the name of the Company from “**RAJATH FINANCE LIMITED to FYNX CAPITAL LIMITED**” in its board meeting held on 14th February, 2024, subject to all approvals. The new name **FYNX CAPITAL LIMITED** has been duly approved and made available by the Central Registration Centre for change in name. As per the provision of Section 4, 13, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with rule 8, 9 and 29 of Companies (Incorporation) Rule, 2014 and subject to approval of central government and other regulatory authorities, approval of members by way of passing a special resolution is required for changing the name of the company and consequent alteration in the Memorandum of Association and Articles of Association. The proposed change of name will not affect any of the rights of the company, shareholders or any stakeholders of the company. The certificate pursuant to Regulation 45(3) of SEBI (LODR) Regulation, 2015 for Compliance with the conditions mentioned in Regulation 45(1) (a) & 45 (b) or (c) of SEBI (LODR) Regulation, 2015 has been received from Chartered Accountant which is enclosed herewith.

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

The Board of Directors recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members of the Company

**DATE:27.01.2025**

**PLACE: MUMBAI**

By Order of the Board of Directors,  
**FOR, RAJATH FINANCE LIMITED**

---

**Akash Hirenbbhai Bheda**  
**Company Secretary & Compliance Officer**

**Registered Office Address: Rajath Finance Limited 1001, 10th floor, K. P. Aurum, Marol Maroshi Road, Andheri (E), Mumbai, Maharashtra-400059**  
**Corporate Identification Number (CIN): L65910MH1984PLC419700**  
**E-mail: [compliance@fynxcapital.com](mailto:compliance@fynxcapital.com)**

**CERTIFICATE**

We have verified audited financial statements for past two financial years of **Rajath Finance Limited (CIN L65910MH1984PLC419700)**, ("Company") having its registered office at Office No.1001, Tenth Floor, K.P. Aurum Building, CTS No.426A, Marol Maroshi Road, Andheri (E), Marol Bazar, Mumbai, Maharashtra, India, 400059, and based on such verification we certify as follows

Interest Income of the company for last two years are as follows:

Financial Year	Annual Interest Income (in INR)	% of total
2022-23	32,74,038	100%
2023-24	8,18,595	100%
<b>Total</b>	<b>40,92,633</b>	

This certificate is issued at the expressed request of the company Rajath Finance Limited for applying to the Bombay Stock Exchange (BSE) for in principle approval of a proposed name change for the company. This certificate should not be used for any other purpose without our written permission.

**For N. C. Vaishnav & Co**  
**Chartered Accountants**  
**FRN – 112712W**



**Jayesh Mehta**  
**Partner**

**Place: Baroda**

**Date: December 23, 2024**

**Cert No: 104/2024-25**

**UDIN: 24037267BKASGB1110**



### Certificate

We, N. C. Vaishnav & Co, Chartered Accountants, are statutory auditor of Rajath Finance Limited ("Company"), vide **CIN: L65910MH1984PLC419700**, have received the following documents from the company.

1. Certified copy of enabling resolution passed by the Board of Directors of the company on 14<sup>th</sup> February 2014 for change of name of the company from Rajath Finance Limited to Fynx Capital Limited, subject to regulatory approvals.
2. Letter of approving availability of name "Fynx Capital Limited", from the Office of The Registrar of Companies CRC Manesar vide letter dated November 14, 2024.
3. No objection letter from RBI for proposed change of name of the company from "Rajath Finance Limited to Fynx Capital Limited" vide letter No CO DOR ISG No S4679/02-13-001/2024-2025 dated October 6, 2024.

We understand that the company intend to change of name of the company from "Rajath Finance Limited" to "Fynx Capital Limited", subject to various regulatory approvals.

Based on the verification of the documents submitted and representations made by the company, we certify as under, the compliance of regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015.

1. There has not been any change in the name of the company in past 12 months.
2. Out of total revenue of the company as per past audited Balance sheet as on 31-3-2024, at least 50% revenue is from finance activity.
3. Out of total assets of the company, 50% of the assets are deployed in financial assets.





**Restriction on use of Certificate**

This Certificate is issued on specific request of the company for submitting it to Bombay Stock Exchange for getting in principle, approval of the Exchange for proposed change of name of the company.

**For N. C. Vaishnav & Co.**  
**Chartered Accountants**  
**FRN: 112712W**



**CA Jayesh Mehta**

**Partner**

**M. No.: 037267**

**Place: Vadodara**

**Date: November 21, 2024**

**Certi. No. 92/2024-25**

**UDIN: 24037267BKASFD5953**



**Form No. MGT-11****PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	:	
Registered Address	:	
E-mail	:	
Registered Folio Number	:	
DP Id.		

I/We, being member(s) of _____ shares of the Rajath Finance Limited, hereby appoint		
Name	:	
E-mail	:	
Address	:	
Signature	:	
or failing him/her		
Name	:	
E-mail	:	
Address	:	
Signature	:	
or failing him/her		
Name	:	
E-mail	:	
Address	:	
Signature	:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 02/2024-25 Extra Ordinary General Meeting of the Company, to be held on the Monday, March 10, 2025 at 2.30P.M. at the registered office of the Company situated at Office No. 1001, Tenth floor, K. P. Aurum Building, CTS No. 426A, Marol Maroshi Road, Andheri (E), Mumbai, Maharashtra-400059, and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Sr. No.</b>	<b>Particulars of Resolutions</b>
1.	Approval for Related Party Transaction
2	Appointment of Mr. Ashok Kumar Mittal as Director of the Company
3	Appointment of Mrs. Vijaya Gupta as Independent Director of the Company
4	Appointment of Mrs. Anjali Sharma as Independent Director of the Company
5	Approval for Increase in Borrowing Limits of the Company as per Section 180 (1) (C) of the Companies Act, 2013
6	Approval for Change the Name of the Company

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2025



Affix revenue  
stamp

Name of the Member/ Proxy:

Signature of the Member/ Proxy:

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Proxy shall prove his identity at the time of attending the Meeting.
3. The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the Company/Depository Participant.
4. Proxy need not be a member of the Company. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
5. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% 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 In If be shareholder.
6. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
7. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will treated as invalid.
8. Undated proxy form will not be considered valid.
9. Please complete all details including details of member(s) in above box before submission.

**Form No. MGT-12****Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

**RAJATH FINANCE LIMITED****[CIN: L65910MH1984PLC419700]**

**Registered Office:** Office No.1001, Tenth Floor, K.P. Aurum Building, CTS No.426A, Marol Maroshi Road, Andheri (E), Marol Bazar, Mumbai - 400059, Maharashtra, India **Phone:** +91 8655900272 / +91 8655900271 **Website:** [www.fynxcapital.com](http://www.fynxcapital.com)

**Email:** [compliance@fynxcapital.com](mailto:compliance@fynxcapital.com)

**BALLOT PAPER**

Sr. No.	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal Address	
3	Registered folio No./ *Client Id No. (*Applicable to investor holding shares in dematerialized form)	
4	Class of Shares	Equity Shares

I hereby exercise my vote in respect of Ordinary and Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sr. No.	Item details	No. of shares held by me	I assent to the resolution	I dissent to the resolution
1	Approval for Related Party Transaction			
2	Appointment of Mr. Ashok Kumar Mittal as Director of the Company			
3	Appointment of Mrs. Vijaya Gupta as Independent Director of the Company			
4	Appointment of Mrs. Anjali Sharma as Independent Director of the Company			
5	Approval for Increase in Borrowing Limits of the Company as per Section 180 (1) (C) of the Companies Act, 2013			
6	Approval for Change the Name of the Company			

**Place:****Date:****(Signature of the shareholder)**

**RAJATH FINANCE LIMITED**  
**CIN: L65910MH1984PLC419700**  
**Registered Office: 1001, 10th floor, K. P. Aurum, Marol Maroshi Road,**  
**Andheri (E), Mumbai, Maharashtra-400059**

**ATTENDANCE SLIP**  
**EXTRA ORDINARY GENERAL MEETING**

Registered Folio No./DP ID		
Name of the Member		
Name of Authorized Representative		
Address of the Member		
Number of Shares Held		

I hereby record my presence at the 02/2024-25 Extra Ordinary General Meeting of the Members of Rajath Finance Limited held on Monday, March 10, 2025 at 2.30 P.M. at the registered office of the company situated at Office No. 1001, Tenth floor, K. P. Aurum Building, CTS No. 426A, Marol Maroshi Road, Andheri (E), Mumbai, Maharashtra-400059.

Name of the Member/ Proxy:

Signature of the Member/ Proxy:

*\*Strike out whichever is not applicable.*

*Date:*

*Place:*

*(To be signed at the time of handing over the slip)*

Note:

- (1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting Hall.
- (2) Copies will be distributed at the meeting
- (3) Member/Proxyholder should also bring a valid photo identity (i.e. PAN/AADHAR etc.) for identification purposes

## Route Map to the Venue of the 2<sup>nd</sup> Extra Ordinary General Meeting

**(Venue: Office No. 1001, Tenth floor, K. P. Aurum Building, CTS No. 426A, Marol Maroshi Road, Andheri (E), Mumbai, Maharashtra-400059)**

