

ANNEXURE TO THE NOTICE DATED 12TH AUGUST, 2024 FOR THE 34TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON MONDAY, THE 30TH SEPTEMBER, 2024 AT 5:00 P.M.

Name of the member including joint holder(s), if any	
Registered address of the sole / first named member	
Registered Folio No./ DP ID & Client ID*: (*Applicable to investors holding shares in demat form)	
Number of Equity Shares Held:	

Dear Member(s),

Sub: Process and manner for availing E-voting facility

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations), the Company is pleased to provide remote e-voting (e-voting) facility to its members to exercise their right to vote on resolutions proposed to be passed in the 34th Annual General Meeting (AGM) of the Company scheduled to be held on **Monday, 30th September 2024, at 5 p.m. (IST)** at 159 Rabindra Sarani, 3rd floor, Room No. 3C, Kolkata – 700007.

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:

EVSN (E-Voting Sequence Number)	User ID	PAN/Sequence No.
240906051	-	-

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

Remote e-Voting Start On	Remote e-Voting End On
27 th September 2024 from 9:00 A.M. (IST)	29 th September 2024 till 05:00P.M. (IST)

Registered Office: **159, Rabindra Sarani,
3rd Floor
Room No. 3C, Kolkata-700007**
Email id: corp.commitment@gmail.com
Place: Kolkata
Date: 14.08.2024

Thanking you
For Commitment Finance Limited
Sd/-
Rajesh Singhal
Director
DIN: 07957163

Encl: AGM Notice (with Notes)/Attendance Slip/ Proxy Form/ Ballot Form/ Annual Report

NOTICE

NOTICE IS HEREBY GIVEN THAT the **34th Annual General Meeting** of the Members of the Company will be held on Monday, 30th September 2024 at 5:00 P.M. at the Registered Office of the Company at 159 Rabindra Sarani, 3rd Floor Room No. 3C, Kolkata - 700007 to transact the following business:

ORDINARY BUSINESS:

Item No. (1) – Adoption of Financial Statements:

(a) To receive, consider and adopt the standalone Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and the Auditors thereon.

(b) To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and the Auditors thereon.

Item No. (2): Appointment of Statutory Auditor:

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

“**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s)/ re-enactment thereof), M/s V Khandelwal & Associates, Chartered Accountants (FRN: 328663E), be and are hereby appointed as the Statutory Auditors of the Company for a first term of five consecutive years to hold office from the conclusion of this 41st Annual General Meeting till the conclusion of the 46th Annual General Meeting of the Company to be held in the F.Y. 2029-30 and Board of Directors of the Company be and is hereby authorized to fix their remuneration/increase statutory audit fees/remuneration as recommended by the Audit Committee from time to time and as they may deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the Board of Directors (including the Audit Committee of the Board or any other person(s) authorised by the Board in this regard), be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose”.

Registered Office:

**159, Rabindra Sarani, 3rd Floor
Room No. 3C, Kolkata-700007
CIN: L65923WB1990PLC050406
Dated: 14.08.2024**

By the Order of the Board of Directors

SD/-

**Rajesh Singhal
Director
DIN: 07957163**

NOTES:

- 1) A member entitled to attend and vote at this Annual General Meeting is entitled to appoint proxy to attend and vote in the meeting instead of himself/herself. A Proxy need not be a member of the Company. Proxies in order to be effective, must be received at its Registered office at 159 Rabindra Sarani, 3rd Floor, Room No.3C, Kolkata - 700007, not less than 48 hours before the Annual General Meeting. A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company. A proxy form is annexed to this notice.
- 2) Corporate members intending to send their Authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
- 3) Members/ Proxies/Authorised Representatives should bring the Attendance Slip duly filled, enclosed herewith to attend the meeting
- 4) The Register of Members and Share Transfer Books of the Company will remain closed from 25th September 2024 to 30th September 2024 (both days inclusive).
- 5) Members whose shareholding is in the electronic mode are requested to direct change of necessary details to their respective Depository Participant(s).
- 6) Members holding shares in the physical form are requested to address all correspondences to the Registrar and Share Transfer Agents, Maheshwari Datamatics Pvt. Ltd., 23, R.N. Mukherjee Road 5th Floor, Kolkata- 700001.
- 7) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the company or Registrar and Share Transfer Agents of the company
- 8) Members are requested to bring their copies of Annual Reports to the Meeting. Members seeking any information or clarification on the Accounts are requested to send, in writing, queries to the Company, at least one week before the meeting. Replies will be provided, in respect of such written queries, only at the meeting.
- 9) All documents referred to in accompanying Notice are open for inspection at the registered office of the Company on all working days between 11:00 A.M. to 1:00 P.M. up to the date of the Annual General Meeting.
- 10) The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and documents referred to in the notice and explanatory statement are open for inspection at the Registered Office of the Company on all working days (Monday to Friday) between 11.00 a.m. and 1.00 p.m. upto the date of AGM and will also be available for inspection at the venue of the AGM.
- 11) A route map to reach the venue of the Annual General Meeting is annexed along with the notice.

12) VOTING THROUGH ELECTRONIC MEANS

I) In compliance with provisions of Section 108 of the Companies Act, 2013 and 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 its members, facility to exercise their right to vote by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL).

II) The facility of voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. 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.

III) The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, September 27, 2024 at 9:00 A.M. and ends on Sunday, September 29, 2024 at 5:00 P.M. 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 23, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on “Shareholders” tab
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form.
PAN	Enter your 10 digits alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). - 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 their sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.

Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. • Please enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id/ folio number in the Bank Account Number details field as mentioned in above instruction (iv)
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- (viii) After entering these details appropriately, click on “SUBMIT” tab
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant “**Commitment Finance Ltd**” on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts 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.

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

IV) 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, by e-mail to cs.cfl1990@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before September 23, 2024, upto 5 P.M. without which the vote shall not be treated as invalid.

- 13) 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 (record date) of 23rd September 2024.
- 14) The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 30th August 2024.
- 15) The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd September 2024. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- 16) Only those Members/ shareholders, who will be present in the AGM 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.
- 17) 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 members whose e-mail Ids are registered with the Company/ Depository Participant(s). For members whose request for a hard copy and for those who have not registered their e-mail address, physical copies of the same are being sent through the permitted mode.
- 18) Investors who became members of the Company subsequent to the dispatch of the Notice/ Email and holds the shares as on the cut-off date i.e. 23rd September 2024 are requested to send the written/email communication to the Company at cs.cfl1990@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- 19) Mr. Som Nath Laha, Practicing Chartered Accountants (Membership Number 017187) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 20) The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be made available to the shareholders as per the guidelines prescribes by Companies Act, 2013 and SEBI.

Registered Office:

159, Rabindra Sarani, 3rd Floor

By the Order of the Board of Directors

Room No. 3C, Kolkata-700007
CIN: L65923WB1990PLC050406
Dated: 14.08.2024

SD/-
Rajesh Singhal
Director
DIN: 07957163

Attendance Slip

(To be handed over at the entrance of the meeting held)

34th Annual General Meeting at the Registered Office of the Company at 159, Rabindra Sarani, 3rd Floor, Room No. 3C, Kolkata-700007 held on Monday, 30th September 2024 at 5:00 P.M.

Folio No. _____ DP ID No. _____ Client Id No. _____

Name of the Member _____ Signature: _____

Name of the proxy holder _____ Signature _____

I/we certify that I am registered shareholder/Proxy for the registered shareholder of the company.

I /We hereby record my presence at the 33rd Annual General Meeting held on Monday, 30th September, 2024 at 5:00 P.M at 159 Rabindra Sarani, 3rd floor, Room No. 3C, Kolkata – 700007.

(Signature of the Members / Proxy)

Notes:

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.
2. Shareholders/Proxy holders desiring to attend the meeting should bring their copy of Annual Report as the meeting.
3. Only shareholders of the Company and/or their Proxy will be allowed to attend the meeting

PROXY FORM – Form No. MGT-11

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

34th Annual General Meeting at 159, Rabindra Sarani, 3rd Floor, Room No. 3C, Kolkata-700007 held on Monday, 30th September 2024.

CIN	:	L65923WB1990PLC050406
Name of the Company	:	Commitment Finance Limited
Registered Office	:	159, Rabindra Sarani, 3rd Floor Room No. 3C, Kolkata-700007
Name of the Member	:	
Registered Address	:	
E-mail ID	:	
Folio No./ Client ID	:	
DP ID	:	

I/We being the member(s) of _____ shares of Commitment Finance Limited, hereby appoint

1. Name _____ Address _____
Email _____ Signature _____, or failing him/her

2. Name _____ Address _____
Email _____ Signature _____, or failing him/her

3. Name _____ Address _____
Email _____ Signature _____

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 34th Annual General Meeting of Commitment Finance Ltd., to be held on **Monday, 30th September 2024** at 5:00 P.M. at the Registered Office of the Company and at any adjournment thereof, in respect of such Resolutions as are indicated below:

Resolution No. 1:

(a) To receive, consider and adopt the standalone Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and the Auditors thereon.

(b) To receive, consider and adopt the Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and the Auditors thereon.

Resolution No. 2:

Appointment of M/s V Khandelwal & Associates, Chartered Accountants (FRN: 328663E) as the Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of this Annual General Meeting of the Company until the conclusion of the 46th Annual General Meeting of the Company to be held in the F.Y. 2029-30 and to authorise the Board of Directors of the Company to fix their remuneration.

Signed this _____ day of _____, 2024
Signature of Shareholder(s) _____
Signature of Proxy Holder(s) _____

Affix Revenue
Stamp

Note 1: This form of proxy in order to be effective should be duly complete and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Note 2. The form should be signed across the stamp as per specimen signature registered with the Company.

ROUTE MAP OF THE VENUE OF THE 34th ANNUAL GENERAL MEETING OF COMMITMENT FINANCE LIMITED

