



R. T. EXPORTS LTD

NOTICE

R.T. Exports Ltd.

CIN: L51900MH1980PLC022582

Registered Office: 508, Dalamal House, Jamnalal Bajaj Road,
Nariman Point, Mumbai 400 021

Website: www.rtextports.com

Email: compliance@rtextports.com

Tel. No.: 02222840000 Fax

No.: 02266307000

Notice is hereby given that an **EXTRA ORDINARY GENERAL MEETING (EGM)**, of the members of R. T. Exports Limited will be held on Friday, December 16th, 2016 at 9.00 a.m. IST at the Basement (No.2), Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai -400 021 to transact the following matters as required by the requisition dated 19th October, 2016 from Harmony Holdings Ltd., a member thereof stated to have been issued under section 100 (2) of the Companies Act, 2013, and, if thought fit, to pass the following ordinary resolutions:

1) **RESCINDING OF RESOLUTION NO 5 PASSED AT THE 34TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON JULY 15, 2014**

"**RESOLVED THAT** pursuant to the relevant provisions of the Act and the rules made there under, including any amendment(s) thereto or re-enactment(s) thereof for the time being in force read with Clause 11 of Secretarial Standard on General Meetings ("**SS-2**") issued by the Council of the Institute of the Company Secretaries of India and approved by the Central Government and the SEBI (Listing Obligations and Disclosure Requirement Regulations, 2015), the Resolution No 5 passed under Section 188 of the Act, at the 34th Annual General Meeting of the Company held on 15 July 2014 relating to the grant of consent of the Company to enter into a contract or arrangement with Neelkanth Realtors Private Limited for the purpose of purchase of about 40,000 square feet of saleable residential area for a total consideration not exceeding Rs. 40 Crore, be and is hereby rescinded."





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"RESOLVED FURTHER THAT any and every document, deed, or instrument executed pursuant to the said resolution dated 15 July 2014 be and is hereby made available for inspection by members of the Company for a period of not less than two weeks at the Registered office of the Company and the Company shall provide a copy of the same if further requested by any member and the requisite photocopying/printing costs shall be borne by the concerned member."

By Order of the Board
for R.T. Exports Ltd.

BHAVIK R. BHIMJYANI
Director and CFO

DIN:00160121

Regd. Office:

R.T. Exports Ltd.

CIN: L51900MH1980PLC022582

508, Dalamal House,

Jamnalal Bajaj Road, Nariman Point,

Mumbai – 400 021.

Email : headoffice@rtexports.com

Web: www.rtexports.com

Ph.: 02222840000

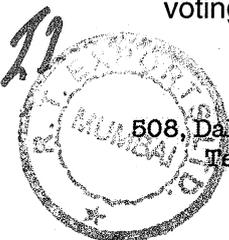
Fax: 02266307000



Date :18th November, 2016

NOTES:

1. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 9th December, 2016.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. 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

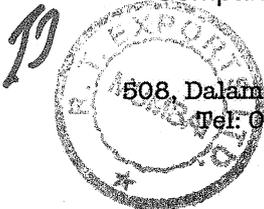




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Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies in order to be effective must be received at the registered office of the Company not less than 48 hours before the Commencement of the Extra-ordinary General Meeting, i.e. by 09.00 a.m. on Wednesday, 14th December, 2016.

4. The Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to Special Business as set out in the notice is annexed.
5. 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 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.
6. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority as applicable. The Proxy-holder shall prove his identity at the time of attending the Meeting.
7. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Link Intime (India) Private Ltd. (Link Intime) having its office at C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup – West, Mumbai – 400 078.
8. As a measure of austerity, copies of Notice will not be distributed at the EGM. Members and proxies are requested to bring their duly filled Attendance Slip enclosed herewith to attend the Meeting.
9. 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.
10. Ms. Rachana Patel, Practicing Company Secretary, (Membership No. ACS A39230) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
11. Attendance registration :
Shareholders are requested to tender their attendance slips at the registration counter at the venue of the EGM and seek registration before entering the meeting hall.
12. Members may also note that the Notice of EGM will be available on the Company's website, www.rtexports.com. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at 508, Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai- 400021.
13. The shareholder needs to furnish the printed 'Attendance Slip' along with a valid identity proof such as the PAN Card, Passport, AADHAAR Card or Driving License to enter the EGM hall.
14. The requisition dated the 19th day of October, 2016 under section 100 (2)(a) of the Companies Act, 2013, signed by the requisite number of member(s) has been kept at





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the registered office of the company for inspection by any member of the company on any working day during the business hours of the company till the date of EGM.

15. Section 100(4) of the Companies Act, 2013 reads as under:

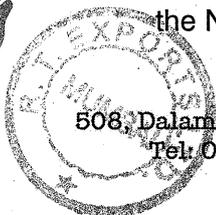
“If the Board does not, within twenty-one days from the date of receipt of a valid requisition in regard to any matter, proceed to call a meeting for the consideration of that matter on a day not later than forty-five days from the date of receipt of such requisition, the meeting may be called and held by the requisitionists themselves within a period of three months from the date of the requisition”

The requisitioner, through its Advocates, Mansukhlal Hiralal and Co., vide its letter dated 10th November, 2016 has conveyed that they agree to our suggestion to convene the EGM in the week commencing on 12th December, 2016.

16. As per the proviso to section 47(2) of the Companies Act, 2013, all class of Preference Shares are given right to vote on all resolutions before the Company,. without prejudice to the rights, claims and contentions of the Company.

17. PROCEDURE FOR REMOTE E-VOTING

1. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by National Securities Depository Limited(NSDL) on all resolutions set forth in this Notice, through remote e-voting.
2. Members are requested to note that the Company is providing facility for remote e-voting and the business may be transacted through electronic voting system. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility and the Member can exercise his vote at the EGM. A Member may avail of the facility at his discretion, as per the instructions provided herein.
3. The facility for voting, through ballot paper, will also be made available at the EGM and the members attending the EGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the EGM through ballot paper. A member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a member casts vote by both modes, then voting done through remote e-voting shall prevail and the Ballot form shall be treated as invalid. Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.





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Statement to be annexed to notice as per section 102(1) of the Companies Act, 2013

Your Company has duly complied with the applicable provisions of the law. Your Company has maintained all registers and minutes as are required to be maintained under the applicable laws.

At the 34th Annual General Meeting of your Company which was duly convened on 15th July 2014, your Company had duly passed the Resolution No. 5, thereby authorizing the Company to enter into a contract with Neelkanth Realtors Pvt. Ltd.

Owing to the fact that Neelkanth Realtors Private Limited was a related party, the Company had, in accordance with the provisions of Section 188 of the Companies Act 2013, passed a Special Resolution to approve the related party transaction set out in that resolution. Further, the parties considered as related parties had duly abstained from participating in the voting on the said Special Resolution. However, your Company received a letter dated 19th October, 2016 from Harmony Holdings Ltd., a shareholder, (requisitionist), holding 12.62% in the paid-up equity capital of the Company, expressing its desire to requisition an extraordinary general meeting in an attempt to undo what had been resolved as far back as on 15th July, 2014. The requisition further, contrary to the provisions of law, asks the Company to make available, inspection of certain contracts and documents. Your Company and the members have also not been provided with any explanation, whatsoever, justifying such requisition and demand and the object and intent thereof.

It is undisputed and undisputable that Resolution No.5, inter alia, was duly and validly passed at the 34th Annual General Meeting (AGM) held on 15th July, 2014. The Company has already acted upon the said resolution passed in the meeting of 15th July, 2014. The contract or arrangement as a related party transaction in terms of section 188 of the Companies Act 2013 was duly entered into by the Company, was duly approved by the said Resolution No. 5 passed at the AGM of 15th July, 2014 and any attempt to rescind the said Resolution No. 5 is likely to land the Company into serious claims, monetary loss, controversies and litigation. The requisitionist has not put forth any reason or justification or explanation as to why it has thought it necessary to rescind the said Resolution No. 5 at this stage, and thereby causing the Company serious financial and legal liabilities and consequences. It is in fact self-evident from the recent conduct of the requisitionist that the action is purely mala fide and is an attempt to pressurise the Company into submitting to the unjust, unfair and illegal demands emanating from the requisitionist.





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There are also issues as regards control and financial interest in Harmony Holdings Ltd, the requisitioner, and it has become necessary to pierce the veil of secrecy behind such a Mauritius based company having a fragile facade hiding behind serious violations of various laws in respect of and pertaining to money laundering and economic offences apart from tax evasion.

Previously, we through our Advocate have called upon the requisitioner to disclose certain information to which it has conveniently remained silent. Copies of the letters exchanged with Harmony on the subject are annexed herewith for your ready reference.

The Board discussed the matter at length at the Board Meeting held on 18th November, 2016. The Board has also obtained legal opinion on the requisition made by Harmony. The following points were discussed by the Board at its meeting with regard to the requisition:

By section 100(4), the Board is required to act upon a requisition only if it is a 'valid requisition in regard to any matters' for which the meeting has been requisitioned. The expression 'valid requisition' occurring in subsection (4) has reference to the earlier three sub-sections rather than indicating compliance with any other requirements or provisions of the Act. In other words, all that is required to be seen before the provisions of subsection (4) become applicable is whether the requisition deposited is in accordance with the provisions of the section as to its contents, the number of signatories and other requirements, and it would not be open to the board to refuse to act on a requisition on the ground that, although such requisition was in accordance with the requirements of section 100 of the Act, it was otherwise invalid.

In the present case, the requisition received by the Company seeks to rescind the resolution passed at the 34th annual general meeting of the Company, granting approval to the related party transaction in terms of section 188 of the Act contained in the said resolution. The requisition containing the resolution as proposed cannot be called a 'valid requisition' inasmuch as neither section 188 nor any other provision of the Act provides for rescission or cancellation of a resolution passed at a general meeting of a company. The concept of rescinding a resolution already passed is alien to the Companies Act.

Secondly, when a power is vested in the Board, the members cannot interfere in it nor can they rescind a resolution already passed in exercise of the power conferred on the Board; they can at the most vote against a resolution they do not approve of, but they cannot undo a resolution which has been validly passed in exercise of the power conferred on the Board by the Act or the Articles of the company.





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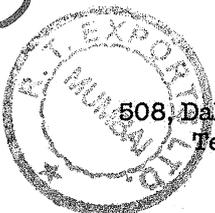
A power vested by the constitution of a company exclusively in the directors cannot be effectively exercised, nor can its exercise by the directors be effectively controlled or interfered with by a resolution of members in general meeting. The resolution proposed in the requisition was not one which could effectively be passed by the members in general meeting. Where a requisition for a meeting has as a sole object one which cannot lawfully be effectuated at such a meeting, the directors are entitled to decline to act on the requisition. It is no part of the function of the members of a company in general meeting to express an opinion by resolution as to how a power vested by the constitution of the company in some other body or person ought to be exercised by the other body or person.

As far as it constitutes instructions to the board, it is not competent for the shareholders to instruct the board. If the only objects stated in a requisition are such that the general meeting is invited to do something which at law it has no power to do, the directors are entitled to refuse to convene the meeting. Shareholders in general meeting have no part to play in the actual exercise of the powers vested in the directors.

It is a well-settled principle of company law that, shareholders cannot interfere with directors' powers. This principle is often described by saying "One cannot step into the shoes of the other". The principle is succinctly summarised in the Halsbury's Laws of England thus: "Where under the articles, the business of the company is to be managed by the directors and the articles confer on them the full powers of the company, subject to such regulations not inconsistent with the articles as may be prescribed by the company in general meeting, the shareholders are not entitled, by resolution passed at a general meeting without altering the articles, to give effective directions to the directors as to how the company's affairs are to be managed, nor to overrule any decision come to by the directors in the conduct of the business."

Section 179 the Companies Act, 2013 (Section 291 of the Companies Act,1956) recognises this principle and vests in the Board, as a governing body and the supreme managerial organ of a company, general subject, powers of management of a company, however, to the exceptions mentioned in that section. The board is the principal organ of a company. The management of the affairs of the company is vested in the board and all powers excepting those which are specifically reserved for the general meeting by the Act or the articles or memorandum or otherwise must be done by the board.

The only way in which the general body of the shareholders can control the exercise of powers vested by the articles in the directors is by altering the articles of the company or





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refusing to re-elect the directors of whose actions they disapprove. They cannot usurp the powers which by the articles are vested in the directors.

It is a first elementary principle of company law that, when powers are vested in a board of directors by the articles of association of a company, they cannot be interfered with by the shareholders as such. If the shareholders are dissatisfied with what the directors do, their remedy is to remove them in the manner provided by the Act or articles. But so long as a board of directors exists and particular powers are vested in it by the articles, then they are entitled to exercise those powers without interference by the shareholders.

A company cannot by ordinary resolution dictate to or overrule the directors in respect of matters entrusted to them by the articles. To do that it is necessary to amend the articles by a special resolution. The directors and the shareholders in general meeting are the primary organs of the company between whom the company's powers are divided. The general meeting retains ultimate control, but only through its powers to amend the articles, to take away powers from the directors and to remove the directors and to substitute others to the taste of the shareholders. Until one or other of the aforesaid steps is taken, the general meeting cannot restrain the directors from conducting actions in the name of the company.

The above mentioned facts, put the validity of the requisition made by Harmony Holdings Ltd in question. However, in order to avoid even a false controversy, the Board has decided to convene the EGM without prejudice to all its rights, claims and contentions as regards the validity or legality of the said notice of requisition.

For the purposes of section 102(1)(a) of the Companies Act 2013, Mr. Bhavik Bhimjyani, Mr. Rashmi Bhimjyani and Ms. Asha Dawda, Directors and their relatives may be deemed to have interest or concern in the resolution, as the Resolution proposed pertains to rescission of Resolution No.5 passed at the 34th AGM of the Company held on 15th July, 2014, by which the transaction between the Company and Neelkath Realtors Pvt. Ltd. has been approved, which the requisitionist seeks to undo.

Since passing of the resolution is not in the interest of the Company and otherwise not in accordance with law, your Directors do not recommend the resolution for your approval.

By Order of the Board for R.T. Exports Ltd.




Bhavik R. Bhimjyani
Director and CFO

DIN:00160121

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Ph.: 02222840000

Fax: 02266307000

Date :18th November, 2016

Voting through electronic means (E-voting Instructions)

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the General Meeting (GM) 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 Extra-ordinary General Meeting (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the Extra-ordinary General Meeting (EGM) 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.
- III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 13th December, 2016 (9:00 a.m.) and ends on 15th December, 2016 (5:00 p.m.). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on





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the cut-off date of 9th December, 2016 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "R T Exports Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the

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Scrutinizer through e-mail to csrachana.patel@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy

(i) Initial password is provided as below at the bottom of the Attendance Slip for the EGM:

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 9th December, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 9th December, 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rnt.helpdesk@linkintime.co.in.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.





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- XIII. Ms.Rachana Patel, Practising Company Secretary, (Membership No. A39230) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members / proxies / preference shareholders who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, 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.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.rtexports.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By order of the Board of Directors,
For R.T. Exports Ltd.



Bhavik R. Bhimjyani
Director and CFO
DIN:00160121

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Date :18th November, 2016



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FORM 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]

Registered Office: 508, Dalamal House, J.B Road, Nariman Point, Mumbai-21

Website: www.rtextports.com, Email: compliance@rtextports.com, TelNo.: 02222840000, FaxNo.: 022 66307000

Name of the member(s) :	
Registered address :	
E-mail Id :	
Folio No./Client Id :	
DP ID :	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

1. Name: _____ E-mail Id: _____

Address: _____

_____ signature or failing which

2. Name: _____ E-mail Id: _____

Address: _____

_____ signature or failing which

3. Name: _____ E-mail Id: _____

Address: _____

_____ signature





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as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company, to be held on the 16th day of December, 2016 at 9.00 a.m. at at Basement (No.2), Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai – 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolu- tion No.	Description	Vote		
		For	Against	Abstain
Special Business				
1.	RESCINDING OF RESOLUTION NO 5 PASSED AT THE 34TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON JULY 15, 2014 AND TO MAKE AVAILABLE FOR INSPECTION AND COPY THEREOF ON REQUEST OF EVERY DOCUMENT, DEED OR INSTRUMENT EXECUTED PURSUANT TO THE SAID RESOLUTION DATED 15TH JULY, 2014.			

Signed this _____ day of _____ 2016.

Affix
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

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. 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. Further, 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 proxy for any other Member.





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ATTENDANCE SLIP

Registered Office: 508, Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai-21

Website: www.rtexports.com, Email: compliance@rtexports.com, Tel No.: 02222840000, Fax No. 02266307000

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. Joint Shareholders desiring to attend the Meeting may obtain additional Attendance Slips on request. Such request should reach the Company or its Registrar & Transfer Agents, Link Intime (India) Private Ltd. at C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup - West, Mumbai - 400 078 on or before 30th November, 2016.

Registered Folio/ DP ID & Client ID	
Name and address of the Shareholder	
Joint Holder No. 1	
Joint Holder No. 2	

I hereby record my presence at the Extra-ordinary General Meeting of members of the Company being held at Basement (No.2), Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai - 400 021 on Friday, December 16, 2016 at 9:00 A.M

Name(s) of the Shareholder(s)/Proxy (IN BLOCK LETTERS)

Signature(s) of Shareholder(s) or Proxy

Note: You are requested to bring your copy of the Notice to the Meeting

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(To be retained throughout the Meeting)



E-VOTING SLIP

R T EXPORTS LIMITED

CIN: L51900MH1980PLC022582

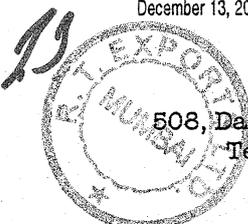
Registered Office: 508, Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai-21

Website: www.rtexports.com, Email: compliance@rtexports.com, Tel No.: 02222840000, Fax No.: 02266307000

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password
105777		

Note: Please read the instructions given in the Notes to the Notice of the Extra Ordinary General Meeting dated 18th November, 2016 before voting electronically. The E-Voting period starts on December 13, 2016 at 9:00 A.M. and ends on December 15, 2016 at 5:00 P.M. The e-voting module shall be disabled by NSDL for voting thereafter.



508, Dalamal House, Jamnalal Bajaj Road, Mumbai - 400 021. CIN: L51900MH1980PLC022582
Tel: 022-4081-3000 email: headoffice@rtexports.com website: www.rtexports.com



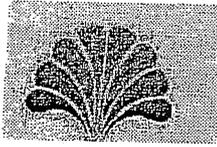
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Route Map to the venue of EGM



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R. T. EXPORTS LTD

4th November, 2016

To,

Harmony Holdings Ltd.,
Les Cascades Building,
Edith Carveli Street
Port Louis, Mauritius.

Dear Sirs,

Re: Your letter dated 19th October, 2016 purporting to be requisition for calling EGM to rescind Resolution passed at the AGM on 15th July, 2014

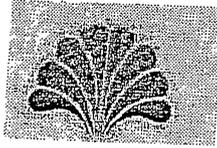
We are surprised to receive your above communication expressing desire to requisition an EGM in an attempt to undo what has been resolved as far back as on 15th July, 2014 and duly implemented, and making available, contrary to the provisions of law, inspection of certain documents, without however providing any explanation, whatsoever, justifying such requisition and demand and the object and intent thereof. The following position ex facie emerges and is as under:

It is undisputed and undisputable that Resolution No.5, inter alia, was duly and validly passed at the same meeting. You are also aware that what was resolved in the meeting of 15th July, 2014 had been acted upon and implemented, as is evident inter alia also from the demand for inspection contained in the second Resolution proposed. You are also aware that the Contract or Arrangement duly entered into by the Company, is authorized inter alia by the said Resolution No.5 at the AGM of 15th July, 2014 and that any attempt to rescind the said Resolution No.5 is likely to land the Company into serious claims, controversies and litigation. It is also self evident that you have not been able to put forth any reason or justification or explanation as to why you have thought it necessary to rescind the said Resolution No.5 at this stage, and thereby causing the Company serious financial and legal liabilities and consequences. It is in fact self evident from your recent conduct that the action is purely malafide and is an attempt to pressurise us into submitting to the unjust, unfair and illegal demands emanating from you.

There are also issues as regarding control and financial interest in Harmony Holdings Ltd. and it has become necessary to pierce the veil of secrecy behind such a Mauritius based company having a fragile facade hiding behind serious violations of various laws in respect of and pertaining to money laundering and economic offences apart from tax evasion.

508, Dalamal House, Jambhalal Bajaj Road, Nariman Point Mumbai - 400 021. CIN:- L51900MH1980PLC022582
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Previously, we through our Advocate have called upon you to disclose certain information to which you have conveniently remained silent and you are once again called upon to reply to the same.

You are also called upon to give us a copy of the Resolution, if any, pursuant to which, whosoever is the signatory to the said letter has issued the same, giving the particulars of date and place at which the alleged meeting, if at all was held, and the shareholders and Directors who attended the same. Please also provide us with the list of Directors and shareholders of the Company, together with respective shareholdings. Please also be good enough to let us know who is and/are incharge and management of the Company and whether it is a person residing in Mauritius and physically present or by person/s residing outside of Mauritius, controlling the same by telephonic/ electronic/email communications.

Kindly note that in view of the Diwali festival and holidays, we have not been able to obtain proper legal advice on your purported requisition. In any event, we have convened a meeting of the Board of Directors on Monday the 7th November, 2016 at 11 a.m. to consider the same and to take decision thereon, prior to which your response to the aforesaid is required. Please be good enough to let us have your response as above at the earliest.

You will appreciate that it is practically impossible to hold the meeting on 25th November, 2016 at 11 a.m., even assuming that such meeting is to be held. You have been good enough to inquire of alternative date and in response thereto we state that it may be possible to hold the same in the week commencing from 12th December, 2016, subject of course to the legal advice and the decision of the Board. Please let us know your suggested date and time in the week commencing from 12th December, 2016. Needless to add that this is without prejudice to our rights, claims and contentions above.

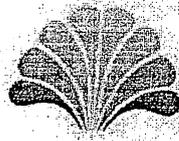
Yours faithfully,
For R. T. Exports Ltd.

Bhavik Bhimjyan
Director
DIN: 00160121



508, Dalamal House, Jammalal Bajaj Road, Nariman Point Mumbai - 400 021. CIN:- L51900MH1980PLC022682
Tel:- 022-4081-3000 email:- headoffice@rtexports.com web site:- www.rtexports.com





R. T. EXPORTS LTD

15th November, 2016

To,

M/s. Mansukhlal Hiralal & Co.
Surya Mahal, 2nd Floor,
5, Burjorji Bharucha Marg,
Fort, Mumbai – 400 023.

Dear Sirs,

This refers to your letter dated 10th November, 2016 bearing No.5303/BRS/1213/2016 signed by someone on your behalf has an "Authorized Signatory". Kindly be good enough to confirm that the signatory of the said letter is a practicing advocate associated with you and has been authorized by you to sign the same for and on your behalf, and please give full name of such signatory.

1. With reference to para 2, it is noted that your client, with utmost promptness, has been following the filings by the Company inter alia on the BSE website and is keeping itself fully acquainted therewith. We appreciate the diligence of your client in doing so.
2. With reference to para 3, we thank you for bringing to our notice the provisions of Section 100(2) of the Companies Act, 2013. In view of the peculiar facts and circumstances of the case, the same although briefly set out by us in our letter of 4th November, 2016, in the interest of the Company, it has been thought appropriate to be guided by legal opinion, the matter being technical and involving interpretation and application of legal provisions and keeping in mind the promptness recently displayed by your client of creating transparency, making complaints to various authorities and even litigating by adopting legal proceedings. Surely, your client cannot have any problem or objection to the Company seeking legal opinion.
3. With reference to para 4, we are unable to agree with the contentions therein. Your client is requested to carefully go through the reports in their totality and will find that the contentions raised in para 4 have no basis or substance.

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4. With reference to para 5, we noted the stubborn reluctance of your client in disclosing true and correct relevant facts. Your client is aware that the economic world has changed and now it has become imperative to know the true and correct credentials of the shareholder, particularly in light of the present approach of transparency and disclosures so as to fight against inter alia money laundering, tax evasion and other economic violations and offences. There is nothing fishing in the request made. In fact your client may well recall that, as far back as 7th April, 2016, through our Advocate's letter bearing No.MG/147, we have requested you for information and the reasons therefor as set out therein. Your client has conveniently remained silent. Your client is once again requested to reply thereto without taking shelter behind the contentions of the nature set out in para 5 of your letter under reply. For your ready reference, copy of the said letter dated 7th April, 2016 is enclosed herewith.
5. With reference to para 6, we thank you for having agreed to the deferment of the date suggested for the requisitioned EGM, if any, to be held.
6. With reference to para 7 on the subject of change of address, your kind attention is drawn to our letter dated 25th June, 2016 to your client and para 3.5 of our letter dated 23rd August, 2016 addressed to your goodself and which para 3.5 is reproduced hereunder for your ready reference:

"3.5 As regards the request for change of address for the purposes of correspondence, you will kindly appreciate that we cannot have two addresses in the register of members, one having registered address of the corporate member and the other for the purpose of correspondence. As far as we are aware, address of your client on record is not the one suggested for the purpose of correspondence. Unfortunately, what has been sent as an annexure to your letter under reference, is a mere unacknowledged printout of a Notice of Change, purportedly of 18th Nov., 2009. While we do not have and cannot have any objection to the change of address, you will appreciate that the same ought to be authenticated, to avoid any complications at either end. Kindly therefore be good enough to provide satisfactory evidence for change of address, to enable us to act thereon."

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7. The Company has recently received the legal opinion and the same will be duly considered by the Board and decision will be taken thereon shortly. In the meanwhile, we are awaiting your response.

Thanking you,

Yours faithfully,
For R. T. Exports Ltd.,

Authorized Signatory



Encl. as above

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MG/147

7th April, 2016

URGENT

To,

M/s. Mansukhlal Hiralal & Co.,
Surya Mahal, 2nd Floor,
5, Burjorji Bharucha Marg,
Fort, Mumbai – 400 001.

Dear Sirs,

Re: Company Application No. (L) 246 of 2016
In
Company Scheme Petition No.856 of 2014
And
Company Scheme Petition No.857 of 2014

Your Clients, Harmony Holdings Ltd., is a Company having registration in Mauritius. When the transaction in question was first initiated and arrived at, Mr. Tulsi Bhimjyani, the then Director/Shareholder of our Clients primarily dealt with Mr. Kishore Devani, Chartered Accountant and partner of Nagle James & Co., having office at 64m The Mall, London W5 505m claiming expertise in offshore companies and investments.

The documents initially executed between our respective Clients were executed on behalf of Harmony Holdings Ltd., by Christiane M H Yeung Chin Sing and Mr. Ashraf Ramtula.

From the documents recently disclosed it appears that while the said Mr. Kishore Devani continues to instruct the persons in Mauritius handling the affairs of the Company, it is not clear as to what is the status or relationship or right or authority of such persons and/or Mr. Kishore Devani instructing them, to represent and bind the clients represented by you.



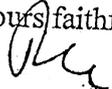
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Recently, the papers on behalf of your Clients are signed by Mr. Virr Sing Ramdeny, wherein he signs "for and on behalf of Associate Consultants Limited, Secretary" or as "Authorized Signatory" of Harmony Holdings Ltd., or as "Director" of Harmony Holdings Ltd.

The Affidavit-in-Support of the Application is made by one Mr. Sanjay Badyani and he claims to be an "Authorized Representative" of the Applicant Company without anything more. Attached to the Vakalatnama by your Client in your favour is what purports to be a copy of a Resolution dated 11.3.2016 signed by the said Mr. Ramdeny as "Director" authorizing Mr. Sanjay Badyani to appoint you and to act in the matter.

Kindly be good enough to let us know who and under what authority is entitled to represent the Company and in what capacity and in particular what is the right and authority of Mr. Kishore Devani to instruct such persons representing the Company and on the basis whereof the matter seems to be proceeding.

An early compliance will be appreciated.

Yours faithfully


C. C. to: Clients

