

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.rtexports.com

Email: compliance@rtexports.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40,000 square feet of saleable residential area for a total consideration not exceeding Rs. 40 Crore, be and is hereby rescinded."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,

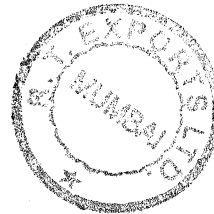
Mumbai – 400 021.

Email : headoffice@rtexports.com

Web: www.rtexports.com

Ph.: 02222840000

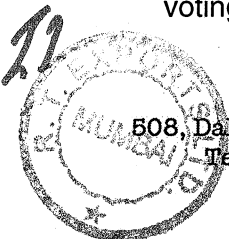
Fax: 02266307000

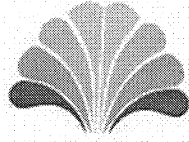


Date :18th November, 2016

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

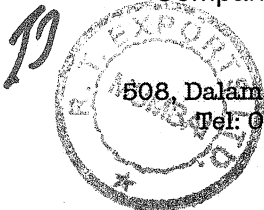




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Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies in order to be effective must be received at the registered office of the Company not less than 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 requisitionist, 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.

