

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: headoffice@rtexports.com
Tel No.: 022 40813000 Fax No.: 022 66307000

Notice is hereby given that **THIRTY- NINETH (39TH) ANNUAL GENERAL MEETING (AGM)** of the members of R.T. Exports Limited will be held on Monday, September 30, 2019 at 9.30 a.m. IST at the Basement (No. 2), Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai – 400 021 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon, laid before this meeting, be and are hereby considered and adopted.”

SPECIAL BUSINESS:

2. To appoint Mr. Bhavik R. Bhimjyani (DIN:00160121) as Chairman and Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to such approvals as may be necessary, approval of the members of the company be and is hereby accorded to the appointment of Mr. Bhavik Bhimjyani, Director (DIN: 00160121) as Chairman and Managing Director of the company, who was appointed as Chairman and Managing Director by the Board at its meeting held on 14th February, 2019, as per the recommendations of Nomination and Remuneration Committee, subject to the approval of members of the Company, for a period of five years with effect from 14th February, 2019, upon the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Bhavik Bhimjyani, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. To appoint Mr. Manohar Kumar (DIN: 08355066) as an Independent Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Manohar Kumar (DIN: 08355066), who was appointed as an Additional Director and who holds office until the date of this AGM, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director, not liable to retire by rotation and to hold office for a term up to 14th February, 2024.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

To pass the following Resolutions as a Special Resolutions:**4. Power to borrow funds under section 180(1)(c) of the Companies Act, 2013:**

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

“RESOLVED THAT pursuant to the provisions of section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force) consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of moneys from time to time not withstanding that the money or the moneys to be borrowed, together with the moneys already borrowed by the Company in the ordinary course of business, may exceed the aggregate of paid-up share capital and free reserves of the Company, provided however that the total amount so borrowed by the Board of Directors shall not exceed ₹50.00 crores (Rupees Fifty Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

5. Creation of Charges on the Movable and Immovable Properties of the Company, both Present and Future, Under Section 180(1)(a) of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, as amended from time to time, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any committee thereof) to create charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, and/or conferring power to enter upon and to take possession of assets and the whole of the undertaking together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions, banks, mutual funds, trusts, other bodies corporate, persons, firms (hereinafter referred to as the **“Lending Agencies”**) and Trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure the borrowings or financial assistance or financial indebtedness availed/ to be availed by the Company including Subsidiary / Affiliate / Associate companies of the Company, from time to time, of an outstanding aggregate value not exceeding ₹50.00 Crores (Rupees Fifty Crores only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary the terms and conditions of the aforesaid documents and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be necessary for giving effect to this Resolution.”

6. To make investments, give loans, guarantees and to provide securities under section 186 of the Companies Act, 2013:

To consider and, if thought fit, to pass the following resolution with or without modification as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 186 and all other applicable provisions, if any, of the Companies Act, 2013, Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force) consent of the Company be and is hereby accorded 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 persons authorized by the Board to exercise the power conferred on the Board by this resolution) to make loans or investments, in one or more tranches, by subscription, purchase or otherwise in subsidiary (ies)/ any body corporates in India or Abroad (existing or which may be promoted or incorporated) in any kind of securities or by providing of guarantee or security in connection with a loan made by any other persons to any subsidiary(ies)/ any body / body corporate, in India or abroad, (existing or which may be promoted or incorporated) in excess of

limits prescribed under section 186 of the Companies Act, 2013 but subject to the maximum limit of INR 30.00 crores (Rupees Thirty Crores only).

RESOLVED FURTHER THAT Board be and is hereby authorized to negotiate and finalise the terms and conditions of the said investments, loans, guarantees and provisions of security on behalf of the Company, as it may deem fit in the interest of the Company, to take all such actions and to settle all matters arising out of and incidental thereto and to sign and execute all deeds, applications and documents and such investments, loans and guarantees and provisions of security and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the resolution."

7. To consider, and if deemed fit, to pass with or without modification the following resolution as an ORDINARY RESOLUTION:

To Approve Material Related Party Transaction(s):

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("Listing Regulations"), Company's policy on Related Party Transactions, and subject to such other approvals, consents, sanctions and permissions of any authorities as may be necessary, the members of the Company hereby approve the material related party arrangements or transactions as detailed below, entered / to be entered in to with the authority to the Audit Committee and Board of Directors of the Company to authorize the Management of the Company to enter in to the aforesaid material related party arrangements / transactions up on the principal terms mentioned in the Explanatory Statement annexed hereto:

- 1) Obtaining of working capital loans, secured or unsecured, short term or long term, payment of interest on such loans acquired, repayment of the loans, roll over of the loan, extension of time for repayment of the loan, totally amounting to INR 10.00 Crores (Rupees Ten Crores only) from Mr. Bhavik R. Bhimjyani for a period from 01-04-2019 to 31-03-2020.

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof) be and is hereby authorized to negotiate and finalise other terms and conditions and to do all such acts, deeds, matters and things and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and / or expedient to give effect to this resolution."

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

Bhavik R. Bhimjyani
Chairman & Managing Director
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.: 02240813000
Fax: 02266307000

Date :4th September, 2019

NOTES:

- 1) **A Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.**
- 2) **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**

- 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 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. The proxy holder shall prove his identity at the time of attending the Meeting.**
- 4) Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
- 5) Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
- 6) **The Company is providing facility for voting by electronic means (remote e-voting) through an electronic voting system and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are sent herewith in the e-voting communication. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. Members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.**
- 7) Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of Annual Report. 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 at the Meeting.
- 8) Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
- 9) 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 C101, 247 Park, LBS Marg, Vikhroli West, Mumbai-400 083.
- 10) There was no share of the Company in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more and therefore, the Company was not required during financial year 2018-19, to transfer any shares to the IEPF Authority, adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, from time to time.
- 11) Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company/Link Intime has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
- 12) Members holding shares in physical mode are:
 - a. required to submit their Permanent Account Number (PAN) and bank account details to the Company / Link Intime, if not registered with the Company, as mandated by SEBI.
 - b. advised to register nomination in respect of their shareholding in the Company. (Nomination Form (SH-13)).
 - c. **requested to register / update their e-mail address with the Company / Link Intime for receiving all communications from the Company electronically.**
- 13) Members holding shares in electronic mode are:
 - a) requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.
 - b) advised to contact their respective DPs for registering nomination.
 - c) **requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.**
- 1) Non-Resident Indian members are requested to inform Link Intime/ respective DPs, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

15) STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No.2

The Board of Directors of the Company ("the Board"), at its meeting held on 14th February, 2019 has, subject to approval of members, appointed Mr. Bhavik R. Bhimjyani, Director, designated as Chairman and Managing Director, for a period of 5 (five) years from 14th February, 2019 on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board. It is proposed to seek members' approval for the appointment of and remuneration payable to Mr. Bhavik R. Bhimjyani as Chairman and Managing Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 ("the Act"). Broad particulars of the terms of appointment of and remuneration payable to Mr. Bhavik R. Bhimjyani are as under:

- a) Period of Appointment:- Appointment shall be for a period of 5 (five) years beginning from 14th February, 2019 and ending on 13th February, 2024.
- b) Details of Remuneration:
 - i) A Salary at the rate of ₹ 5,00,000/- (Rupees Five Lakhs Only) per month, which may be reviewed by the Board from time to time.
 - ii) The remuneration by way of salary and perquisites payable by the Company to the Managing Director shall not exceed the limits laid in Sections 197 read with schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof, for the time being in force.
 - iii) In the event of absence or inadequacy of profits in any year, the Managing Director shall be entitled to the salary, allowance and perquisites not exceeding the limits specified under Section II, of Part II of the Scheduled V to the Companies act, 2013 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force.
- c) Termination of Appointment:
 - i) The Company shall be entitled to terminate this Agreement forthwith by one month's written Notice if the Managing Director is guilty of any misconduct detrimental to the interest of the Company.
 - ii) The Company or the Managing Director shall be entitled to terminate this Agreement by month's written notice expiring on any or by any shorter notice as may be mutually agreed to between them.
- d) Other Terms:
 - i) The Managing Director shall be in overall charge of the affairs of the Company and performs under the direction, control and supervision of the Board of Directors. The Managing Director shall use his best diligence in the Company and shall serve the Company faithfully and to the best of his ability. The Managing Director shall follow the directions from time to time of the Board of Directors of the Company and in all respect confirm to and comply with the directors and regulations made by the Board of Directors of the Company.
 - ii) The Managing Director shall prosecute, defend, oppose, appear or appeal to compromise, refer to arbitration, abandon subject to judgment and execution or become non-suited in any legal proceedings including trademarks, trade names and trade property and customs passing off actions and revenue proceedings relating to customs or excise duties, tax on income, profits and capital and taxation generally or otherwise as it relates to the Company.
 - iii) No sitting fee shall be paid to the Managing Director for attending the meeting of the Board or a Committee thereof.
- (e) The overall remuneration payable every year to the Managing Director and the Whole-time Directors by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, remuneration based on net profits, etc., as the case may be, shall not exceed in the aggregate 1% (one percent) of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof.

(f) General:

- i) The Chairman and Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Chairman and Managing Director will be under the overall authority of the Board of Directors.
- (ii) The Chairman and Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- (iii) The Chairman and Managing Director shall adhere to the Company's Code of Conduct.
- (v) Mr. Bhavik R. Bhimjyani satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. Mr. Bhavik R. Bhimjyani is not disqualified from being appointed as a director in terms of Section 164 of the Act.
- (vi) The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Bhavik R. Bhimjyani under Section 190 of the Act.
- (vii) Details of Mr. Bhavik R. Bhimjyani are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.
- (viii) Mr. Bhavik R. Bhimjyani is interested in the resolution set out at Item No.2 of the Notice. Relatives of Mr. Bhavik R. Bhimjyani may be deemed to be interested in the resolution set out at Item No. 2 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Resolution set out at Item No. 2 of the Notice for approval by the members.

Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), and the Articles of Association of the Company, the Board of Directors of the Company appointed, Mr. Manohar Kumar (DIN: 08355066) as an Additional Director, to hold office as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 14th February, 2019. In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members. Mr. Manohar Kumar (DIN:08355066) is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received declaration from Mr. Manohar Kumar that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Manohar Kumar fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Manohar Kumar is independent of the management and possesses appropriate skills, experience and knowledge. Details of Mr. Manohar Kumar are provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS- 2"), issued by the Institute of Company Secretaries of India. He would not be paid remuneration by way of fee for attending meetings of the Board or Committees thereof. However, he will be reimbursed expenses incurred by him for participating in the Board and other meetings. Copy of the letter of appointment of Mr. Manohar Kumar setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. Mr. Manohar Kumar is interested in the resolution set out at Item No. 3 of the Notice with regard to his appointment. Relatives of Mr. Manohar Kumar may be deemed to be interested in the resolution to the extent of their shareholding, interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 4

As per the provisions of section 180 (1) (c) of the Companies Act, 2013, the Board of Directors of the Company could borrow money together with the moneys already borrowed by the Company in the ordinary course of business, to the extent of paid up share capital and free reserves of the company and for borrowing moneys in excess of the Paid up share capital and free reserves, the approval of the members of the Company in General Meeting by way of a Special Resolution has to be obtained.

And as you know that for business and operational purpose of the company, Company borrow funds and may borrow funds from time to time and therefore it is required to obtain approval of the members by way of special resolution in general meeting to authorise the Board to borrow funds in excess of the paid-up capital and free reserves.

Therefore, to increase of borrowing limit to INR 50.00 crores (Rupees Fifty Crores only), your Board has decided to incorporate this agenda item and recommend to pass the resolution as a Special Resolution.

None of the Directors, Key Managerial Personnel and relatives of the Directors and or/ Key Managerial Personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business and to the extent to their Shareholding.

Item No. 5

Creation of Charges on the Movable and Immovable Properties of the Company, both Present and Future, Under Section 180(1)(a) of the Companies Act, 2013:

The agenda item No. 5 of this Annual General Meeting is in terms of Section 180(1)(a) of the Companies Act, 2013 (the Act) and on approval of the same by members of the Company by way of a Special Resolution under Section 180(1)(a) and other applicable provisions of the Act to authorise the Board of Directors (the Board) to create charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, and/or conferring power to enter upon and to take possession of assets and the whole of the undertaking together with power to take over the management of the Company in certain events, to or in favour of financial institutions, investment institutions, banks, mutual funds, trusts, other bodies corporate, persons, firms (hereinafter referred to as the "Lending Agencies") and Trustees for the holders of debentures/ bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure the borrowings or financial assistance or financial indebtedness availed/ to be availed by the Company including Subsidiary / Affiliate / Associate companies of the Company, from time to time, of an outstanding aggregate value not exceeding ₹ 50.00 Crores (Rupees Fifty Crores only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements / Loan Agreements / Debenture Trust Deeds entered / to be entered into by the Company in respect of the said borrowings.

It may be noted that Section 180(1)(a) of the Companies Act, 2013 specifically deals with selling, dealing and disposal of the Company's undertaking and also specifically provides for the definition of undertakings and that this Resolution is proposed to be taken as an abundant precaution since creation of such mortgages/charges could also be regarded as disposal of the Company's undertaking under the said section of the said Act of 2013. The Resolution set out in Item No. 5 is accordingly proposed to be passed by way of a Special Resolution and the Board recommends the same for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

Item No. 6

To make investments, give loans, guarantees and to provide securities under section 186 of the Companies Act, 2013:

As per the provisions of section 186 of the Companies Act, 2013 the Board of Directors of the Company could give any loan, guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities by way of subscriptions, purchase or otherwise to any person or body corporate to the extent of sixty percent of the paid up share capital, free reserves and security premium or one hundred percent of its free reserves and securities premium account whichever is more and for giving any loan or providing guarantee and security in

excess of limit specified above, the approval of the members of the Company in General Meeting by way of a Special Resolution has to be obtained.

And as you know that for business and Investment purpose of the Company, Company may give loan and guarantee to any person and make investments by acquiring securities by way of purchase or subscription or otherwise from time to time. So, it is proposed to increase the limit to give any loan or guarantee or providing security to body corporate or any other person and to invest funds up to ₹ 30.00 crores. Board recommend to pass of this resolution by way of a Special Resolution.

None of the Directors, Key Managerial Personnel and relatives of Directors and /or Key Managerial Personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business and extent to their shareholding.

Item No. 7

Material Related Party Transaction:

Provisions of Section 188 of the Companies Act, 2013 ("Act"), Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, "Listing Regulations" requires that all material related party transactions, that is to say, transactions by a listed entity with a related party if entered individually or taken together with previous transactions during a financial year, exceeding 10 percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, shall require approval of the members by an ordinary resolution.

Mr. Bhavik R. Bhimjyani is a related party, with reference to the Company within the meaning of clause (76) of section 2 of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Your Company has availed a short term loan of ₹ 25,49,272/- from Mr. Bhavik R. Bhimjyani for working capital. Your Company continues to rely on Mr. Bhavik R. Bhimjyani for necessary financial support.

Considering the current situation for meeting the day to day expenses in the financial year 2019-20, your company will need financial support from Mr. Bhavik R. Bhimjyani.

The particulars of the transaction proposed to be entered between your company and Mr. Bhavik R. Bhimjyani are as follows:

Name of the Related Party	Nature of Transactions	Estimated Value	Period
Mr. Bhavik R. Bhimjyani	Obtaining of working capital loans, secured or unsecured, short term or long term, payment of interest on such loans acquired, repayment of the loans, roll over of the loan, extension of time for repayment of the loan	10 Crores	01-04-2019 to 31-03-2020.

As per the estimates, the above transactions would qualify as material related party transactions as they are likely to exceed 10% of the annual turnover of the Company for the financial year 2018-19.

Other information:

- 1) Name of the Related Party and relationship: As stated above
- 2) Name of the Directors / Key Managerial Personnel who is related, if any- Currently Mr. Bhavik R. Bhimjyani- Chairman and Managing Director, or his relatives.
- 3) Duration- as stated in the resolution
- 4) Monetary Value: Estimated Annual Values as mentioned in the resolution
- 5) Nature, material terms and particulars of the arrangement: As stated above
- 6) Any other information relevant or important for the Members to make a decision on the proposed transaction: None

Members approval is sought for the aforesaid Material Related Party transactions entered/ to be entered in the financial year 2019-20.

Except for Mr. Bhavik R. Bhimjyani or his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of this notice.

The above contracts/ arrangements/ transactions were approved by the Audit Committee and Board at its meeting held on 4th September, 2019 and recommended by the Board of Directors to the unrelated shareholders of the Company for their approval.

All entities/ persons that are directly/ indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of material related party transactions is sought from the shareholders.

Accordingly, all related parties of the Company will not vote on this resolution.

None of the other Directors or any Key Managerial Personnel of the Company other than those identified is interested in the resolution.

ANNEXURE TO THE NOTICE DATED 4TH SEPTEMBER, 2019

Details of Directors seeking appointment at the Meeting:

1) Mr. Bhavik R. Bhimjyani:

Mr. Bhavik Bhimjyani, the appointee to the office of Chairman & Managing Director of the Company, aged 40 years is a graduate and MBA from Wharton School of Management, University of Pennsylvania. He was with the Mergers and Acquisitions Group at Lazard Freres in New York and worked on some of the firm's most successful deals such as the sale of Hot Jobs to Yahoo. He also worked at the Technology Group in Merrill Lynch Investment Bank in New York, USA. On returning to India sometime in 2003, Mr. Bhavik has been taking active interest in the family's Business. He has been on the Board of the Company at various levels, and have made immense contribution to the company. He was the CFO of the Company for a longer period. He is also the Managing Director of Asian Warehousing Limited, a Public Limited Company and holds directorship in few other private limited companies. Further, he is also a member of various Committees of the Company.

Mr. Bhavik Bhimjyani holds 630050 equity shares of the Company having a face value of ₹10/- each as on March 31, 2019.

2) Mr. Manohar Kumar:

Mr. Manohar Kumar (DIN: 08355066), has been appointed by the Board on 14th February, 2019 in the capacity of an Independent Director. His date of birth is 05/04/1963. Mr. Manohar Kumar is a Post Graduate. Mr. Manohar Kumar has experience of 30 years in Marketing and Administration in various Companies. He does not hold directorship in any other Public Limited Companies and Private Companies. Further, he does not hold Chairmanship or Membership in Committees of any other Public Limited Companies. He does not hold shares of the Company.

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 AGM hall.

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 Annual General Meeting (AGM) 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 National Securities Depository Limited (NSDL).
- II. The facility for 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. 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 AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

- III. 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.
- IV. 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/her/ its vote at the AGM. A Member may avail of the facility at his / her/ its discretion, as per the instructions provided herein.
- V. The remote e-voting period commences on 27th September, 2019 (9.00 am) and ends on 29th September, 2019 (5.00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password.'
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nSDL.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gvjaincs@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nSDL.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nSDL.com or call on toll free no.: 1800-222-990 or send a request at evoting@nSDL.co.in
- VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VII. 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 AGM through ballot paper.
- VIII. G V Jain & Co., Company Secretaries 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.
- IX. The Chairman shall, at the AGM, 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 who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- X. 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 AGM, 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.
- XI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.rtextports.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 for R.T. Exports Ltd.

Bhavik R. Bhimjani
Chairman & Managing Director
DIN: 00160121

Regd. Office:

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CIN: L51900MH1980PLC022582
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Ph.: 02240813000
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Date :4th September, 2019

Route Map to the venue of AGM

