

Notice for Extra-ordinary General Meeting

Notice is hereby given that an Extra-Ordinary General Meeting of the members of REDTAPE LIMITED will be held on Saturday, 25th February, 2023 at 11:30 A.M. at the Registered Office of the Company at Plot No. 8, Sector-90, Noida, Gautam Buddha Nagar-201 301, Uttar Pradesh, to transact the following business:

Special Business:

Item No. 1: Increase in Authorised Share Capital of the Company

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 13 and 61 of the Companies Act, 2013 and the rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof]; applicable provision of the Articles of Association of the Company and other applicable provisions, if any, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing ₹1,00,000/- (Rupees One Lakh Only) divided into 50,000/- (Fifty Thousand Only) Equity Shares of ₹2/- each to ₹30,02,00,000/- (Rupees Thirty Crore Two Lakh Only) divided into 15,00,50,000/- (Fifteen Crore Fifty Thousand Only) Equity Shares of ₹2/- each aggregating ₹30,01,00,000/- (Rupees Thirty Crore One Lakh Only); and 50,000/- (Fifty Thousand Only) Preference Shares of ₹2/- each aggregating ₹1,00,000/- (Rupees One Lakh Only).

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be substituted with the following Clause:

"V. The Authorised Share Capital of the Company is ₹30,02,00,000/- (Rupees Thirty Crore Two Lakh Only) divided into 15,00,50,000/- (Fifteen Crore Fifty Thousand Only) Equity Shares of ₹2/- each aggregating ₹30,01,00,000/- (Rupees Thirty Crore One Lakh Only); and 50,000/- (Fifty Thousand Only) Preference Shares of ₹2/- each aggregating ₹1,00,000/- (Rupees One Lakh Only)."

RESOLVED FURTHER THAT Mr. Rashid Ahmed Mirza, Mr. Shuja Mirza and Mr. Arvind Verma, Directors of the Company, be and are hereby authorised, jointly and severally, to file such forms with the concerned Registrar of Companies and other competent authorities, if any; and to do all such acts, deeds, matters and things, as they may in their absolute discretion, deem necessary for the purpose of giving effect to this resolution."



Works

- C-4,5,36,37, Sector - 59, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301 Tel : +91 120 4263193
- Bulk Land, UPSIDC Industrial Area, Site-II, NH-27, Distt. Unnao, Uttar Pradesh - 209801 Tel : +91 73111 70114
- Plot No. 18-19, Nand Nagar Industrial Estate Phase-1, Mahuakheraganj, Kashipur, Udham Singh Nagar, Uttarakhand - 244713 Tel : +91 70552 21530

Item No. 2: Alteration of the Object Clause of Memorandum of Association of the Company

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 13 of the Companies Act, 2013 and the rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof], and other applicable provisions, if any, the consent of the members of the Company be and is hereby accorded to alter the Object Clause of the Company by replacing the existing Object Clause III. (A) 1 to 4 with the following new sub-clauses:

III. (A): The objects for which the Company is established are as follows:

- 1. To manufacture, procure, buy, sell, market, import, export, trade, retail and to otherwise deal in all kinds of footwear, shoes, sport shoes, boots, sandals and accessories such as belt, purses, wallets and to otherwise deal in all kinds of raw material, consumables required to manufacture the aforesaid items such as hide, leather, sole, inner sole, runner, raxin, synthetic material, synthetic leather, laces, and all other items required for the manufacture of footwear and accessories.*
- 2. To manufacture, procure, buy, sell, market, import, export, trade, retail and to otherwise deal in all kinds of garments, clothing, apparel, sportswear, inner wears, socks, belts, purses, wallets, bags & luggage, kits, perfumes, scent, fragrance, personal hygiene products, grooming products and other accessories and to otherwise deal in all kinds of raw material, consumables required to manufacture the aforesaid items.*
- 3. To manufacture, procure, buy, sell, market, import, export, trade, retail and to otherwise deal in all kinds of fitness and gym equipment, physical fitness machineries and equipment, sports goods & gear, health & nutrition supplements and to otherwise deal in all kinds of raw material, consumables required to manufacture the aforesaid items.*
- 4. To establish, develop, manage, run, own, engage, or otherwise deal in retail business, wholesale business, e-commerce, physical stores, retail outlets, wholesale outlets, warehouses, e-commerce platforms, e-market portals, online and offline stores, virtual trading, discount stores and franchise.*

RESOLVED FURTHER THAT Mr. Rashid Ahmed Mirza, Mr. Shuja Mirza and Mr. Arvind Verma, Directors of the Company, be and are hereby authorised, jointly and severally, to file such forms with the concerned Registrar of Companies and other competent authorities, if any; and to do all such acts, deeds, matters and things, as they may in their absolute discretion, deem necessary for the purpose of giving effect to this resolution."



Item No. 3: Alteration of the Articles of Association of the Company

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 14 of the Companies Act, 2013 and the rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof], and other applicable provisions, if any, the consent of the members of the Company be and is hereby accorded for modification of the Articles of Association of the Company in the following manner:

All the existing regulations of the Articles of Association of the Company be deleted and replaced with new set of regulations as per the draft annexed with the Explanatory Statement.

RESOLVED FURTHER THAT Mr. Rashid Ahmed Mirza, Mr. Shuja Mirza and Mr. Arvind Verma, Directors of the Company, be and are hereby authorised, jointly and severally, to file such forms with the concerned Registrar of Companies and other competent authorities, if any; and to do all such acts, deeds, matters and things, as they may in their absolute discretion, deem necessary for the purpose of giving effect to this resolution."

Item No. 4: Borrowings limits of the Company

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

"RESOLVED THAT the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may constitute to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised, in accordance with Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the rules made thereunder, as may be amended from time to time [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and provisions of the Articles of Association of the Company, to borrow any sum or sums of money, in Indian Rupees and/ or in any foreign currency from time to time, at their discretion, for the purpose of the business of the Company, which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) by a sum not exceeding ₹1,500/- Crores (Rupees One Thousand and Five Hundred Only) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment security or otherwise as they may think fit.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorised to do and execute all such acts, deeds and things as may be necessary for giving effect to the above resolution.



RESOLVED FURTHER THAT Mr. Rashid Ahmed Mirza, Mr. Shuja Mirza and Mr. Arvind Verma, Directors of the Company, be and are hereby authorised, jointly and severally, to file such forms with the concerned Registrar of Companies and other competent authorities, if any; and to do all such acts, deeds, matters and things, as they may in their absolute discretion, deem necessary for the purpose of giving effect to this resolution."

Item No. 5: Creation of encumbrance on assets of the Company

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

"RESOLVED THAT the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the rules made thereunder, as may be amended from time to time [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and any other applicable laws and provisions of Articles of Association of the Company, to the Board of Directors to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immoveable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take-over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trustee(s)/Trustee(s), for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and Securities (comprising fully/ partly Convertible Debentures and / or Non-Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, as may be amended from time to time, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) / Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s) / Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into / to be entered into between the Company and the Lender(s) / Agent(s) and Trustee(s) / Trustee(s), in respect of the said loans / borrowings / debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s) / Agent(s) / Trustee(s).



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including any Committee duly constituted by the Board of Directors or any authority as approved by the Board of Directors) be and is hereby authorised to finalise, settle and execute such documents / deeds / writings / papers / agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.

RESOLVED FURTHER THAT Mr. Rashid Ahmed Mirza, Mr. Shuja Mirza and Mr. Arvind Verma, Directors of the Company, be and are hereby authorised, jointly and severally, to file such forms with the concerned Registrar of Companies and other competent authorities, if any; and to do all such acts, deeds, matters and things, as they may in their absolute discretion, deem necessary for the purpose of giving effect to this resolution."

Item No. 6: To make investments and lending

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 186 and other applicable provisions, if any, of the Companies Act, 2013, [including any statutory modifications, re-enactment or amendments thereof for the time being in force] and subject to such approvals as may be necessary, consent of the members be and is hereby accorded to the Board of Directors of the Company ("the Board") to make loans to and / or give guarantees / provide securities in connection with loans made by any person or other body corporate to; and/or to make investments in and / or acquire by way of subscription, purchase or otherwise, from time to time in one or more tranches, the equity shares, preference shares and / or other securities up to an amount not exceeding ₹500 Crores (Rupees Five Hundred Crores) in the aggregate, notwithstanding that the aggregate of the loans, guarantees or securities so far given or provided or to be given or provided and / or investments so far made / securities so far acquired and / or investments to be made and / or securities to be acquired by the Company may exceed the limits prescribed under the aforesaid Section of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be necessary in this regard and to settle all matters arising out of and incidental thereto including prescribing the terms and conditions in connection with making of loans to and / or giving guarantees / providing securities in connection with making of loans made by any other persons or body corporates to and / or making investments ("the terms and conditions") and to change, alter, modify and amend the terms and conditions from time to time, sign and execute all documents, deeds and writings as may be necessary, proper, desirable or expedient as the Board may deem fit and do all such acts, deeds, things as may be required to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Member of the Board or a committee thereof and to do all such acts, deeds and things as may be required to give effect to this resolution.



RESOLVED FURTHER THAT Mr. Rashid Ahmed Mirza, Mr. Shuja Mirza and Mr. Arvind Verma, Directors of the Company, be and are hereby authorised, jointly and severally, to file such forms with the concerned Registrar of Companies and other competent authorities, if any; and to do all such acts, deeds, matters and things, as they may in their absolute discretion, deem necessary for the purpose of giving effect to this resolution."

**By Order of the Board of Directors
For REDTAPE Limited**

**Date: 18th February, 2023
Place: Noida, Uttar Pradesh**

**Arvind Verma
Director
DIN: 09429834**



NOTES:

- 1. A Member of the Company, entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote instead of himself/herself/itself and such proxy need not be a member of the Company. The Form of Proxy duly completed and signed should, however, be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for convening the meeting.**
- 2. Please note that a person can act as a proxy on behalf of Members not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (ten) percent of the total value of paid-up equity share capital/votes in the Company. Further, a Member holding more than 10 (ten) percent of the total value of paid-up equity share capital/votes in the Company may appoint a single person as proxy and such person shall not act as proxy for any other Member.**
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of this Notice.
4. Draft Articles of Association to be considered and approved by the Members of the Company are annexed hereto and forms part of this Notice.
5. A draft copy of the altered Memorandum of Association and other documents, if any, are available for inspection by the Shareholders of the Company at the registered office of the Company during business hours.



**Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)**

Preamble:

- A.** A Composite Scheme of Arrangement of RTS Fashions Pvt Ltd, Mirza International Ltd and REDTAPE LIMITED has been proposed in terms of the provisions of Sections 230 & 232 of the Companies Act, 2013, read with Section 66 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, together with Sections 2(1B) and 2(19AA) of the Income Tax Act, 1961, and other applicable provisions, if any.

The aforesaid Composite Scheme of Arrangement provides for the following:

- i. Amalgamation:** Amalgamation of RTS Fashions Pvt Ltd (the Transferor Company) with Mirza International Ltd (the Transferee Company);
 - ii. De-merger:** Demerger of Branded Business/REDTAPE Business (the Demerged Business) of Mirza International Ltd (the Transferee Company) into REDTAPE LIMITED (the Resulting Company); and
 - iii.** Various other matters incidental, consequential or otherwise integrally connected with the aforesaid Amalgamation and Demerger.
- B.** The Hon'ble National Company Law Tribunal, Allahabad Bench, Prayagraj vide its Order dated 21st February, 2023 (date of pronouncement), was pleased to approve the aforesaid Composite Scheme of Arrangement.
- C.** The Resulting Company- REDTAPE LIMITED was incorporated on 8th December, 2021, for the proposed Demerger. Entire Branded Business/REDTAPE Business of Mirza International Ltd will be transferred to and will vest in REDTAPE LIMITED on demerger. Since the Scheme is already approved by the Hon'ble NCLT, various steps are required to be taken to give effect to Scheme of Arrangement.
- D.** Accordingly, resolutions are proposed to be passed as per the EGM Notice.

Item No. 1

The present Authorised Share Capital of the Company is ₹1,00,000/- which is proposed to be increased to ₹30,02,00,000/- divided into 15,00,50,000/- Equity Shares of ₹2/- each aggregating ₹30,01,00,000/-; and 50,000/- Preference Shares of ₹2/- each aggregating ₹1,00,000/-. The proposed increase in Authorized Shares Capital will enable the Company to issue Shares to the Shareholders of Mirza International Ltd in terms of the provisions of the Scheme of Arrangement.

Pursuant to Sections 13 and 61 of the Companies Act, 2013, the alteration of Memorandum of Association of the Company requires the approval of Members by way of passing an Ordinary Resolution. Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 1.



None of the Directors and their relatives are in any way concerned or interested, financial or otherwise, in the said resolution set out at Item No. 1.

The Board recommends the resolution set out at Item No. 1 of the Notice for approval of the Members by way of an Ordinary Resolution.

Item No. 2

Various activities being carried on in the Branded Business/REDTAPE Business of Mirza International Ltd are not specifically covered under the existing objects clause of the Memorandum of Association of the Company. Further, the Company may expand its business and products line in other related activities. Accordingly, it is proposed to amend the Main Objects of the Company by replacing the existing Object Clause III. (A) 1 to 4 with the amended clauses as mentioned in the above resolution.

Pursuant to Section 13 of the Companies Act, 2013, the alteration of Memorandum of Association of the Company requires the approval of Members by way of passing of a Special Resolution. Accordingly, the consent of the members is sought for passing a Special Resolution as set out at Item No. 2.

None of the Directors and their relatives are in any way concerned or interested, financial or otherwise, in the said resolution set out at Item No. 2.

The Board recommends the resolution set out at Item No. 2 of the Notice for approval of the Members by way of a Special Resolution.

Item No. 3

Pursuant to the Scheme, REDTAPE LIMITED will issue shares to the Shareholders of Mirza International Ltd. Equity Shares of REDTAPE LIMITED will be listed on the BSE Limited and National Stock Exchange of India Limited.

In order to comply with the provisions applicable to listed entities, the Articles of Association of the Company needs to be amended. It is proposed to amend the existing Articles of Association by replacing it with the new set of Articles of Association. Draft copy of the altered Articles of Association is annexed with this Statement.

Pursuant to Section 14 of the Companies Act, 2013, the alteration of Articles of Association of the Company requires the approval of Members by way of passing Special Resolution.

Accordingly, the consent of the members is sought for passing a Special Resolution as set out at Item No. 3.

None of the Directors and their relatives are in any way concerned or interested, financial or otherwise, in the said resolution set out at Item No. 3.

The Board recommends the resolution set out at Item No. 3 of the Notice for approval of the Members by way of a Special Resolution.



Item Nos. 4 and 5

The Board of Directors of a Company shall not, except with the consent of Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves as per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") and its rules thereunder. The Company will require to borrow monies, from time to time, for its business purposes.

The borrowings of the Company may be required to be secured by suitable encumbrances on movable and immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

In terms of the provisions of the Companies Act, 2013 and rules thereunder, the Company is required to seek the approval of its members by way of Special Resolution, to borrow money exceeding the aggregate of the paid-up capital and its free reserves; and to create encumbrances on movable and immovable properties and/or the whole or any part of the undertaking(s) of the Company.

Accordingly, the consent of the members is sought for passing Special Resolutions as set out at Item Nos. 4 and 5.

None of the Directors and their relatives are in any way concerned or interested, financial or otherwise, in the said resolution set out at Item Nos. 4 and 5.

The Board recommends the resolutions set out at Item Nos. 4 and 5 of the Notice for approval of the Members by way of Special Resolutions.

Item No. 6

As per Section 186 of the Companies Act, 2013, a Company can-not make any loans and / or give any guarantee and / or provide any security in connection with a loan made to any body-corporate or persons; or acquire securities of any other body corporate in excess of the limits set out therein, unless it is previously authorised by the members of the Company by way of Special Resolution.

Accordingly, the Board of Directors of the Company proposes to seek approval of shareholders by way of a Special Resolution to authorise the Board to exercise powers for an amount not exceeding Rs. 500 Crores (Rupees Hundred Crores only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Act.

Accordingly, the consent of the members is sought for passing a Special Resolution as set out at Item No. 6.



None of the Directors and their relatives are in any way concerned or interested, financial or otherwise, in the said resolution set out at Item No. 6.

The Board recommends the resolution set out at Item No. 6 of the Notice for approval of the Members by way of a Special Resolution.

**By Order of the Board of Directors
For REDTAPE Limited**

**Date: 18th February, 2023
Place: Noida, Uttar Pradesh**

