

REDTAPE LIMITED

Regd. Office: Plot No.-08, Sector -90, Noida, Uttar Pradesh-201301

CIN: U52609UP2021PLC156659

Email: shuja@redtapeindia.com; Phone No.: 011-40959500

Notice is hereby given that the First Annual General Meeting of the members of REDTAPE Limited will be held on Tuesday, 27 September 2022 at Plot no. 08, Sector-90, Noida-201301, Uttar Pradesh at 12:00 Noon, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:

The audited financial statement of the Company for the financial year ended 31 March 2022, the reports of the Board of Directors and Auditors thereon.

2. To appoint Statutory Auditors of the Company and fix their remuneration and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory enactment or modifications thereof, M/s Gulati Sandeep & Co., Chartered Accountants (Firm Registration No. 008694N), be and is hereby appointed as Statutory Auditors of the Company for a period of 5 years i.e. to hold office from the conclusion of the first Annual General Meeting until the conclusion of the sixth Annual General Meeting of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors including out of pocket expenses and other expenses.”

SPECIAL BUSINESS

3. **Appointment of Mr. Rashid Ahmed Mirza as Director of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Rashid Ahmed Mirza (holding DIN: 00049009) who was named as one of the First Directors by the Board of Directors at their meeting held on 8 December 2021 and pursuant to Article 58 of the Articles of Association of the Company and holds office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation in terms of Section 152 of the Act and other applicable provisions, if any.”

4. **Appointment of Mr. Shuja Mirza as Director of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Shuja Mirza (holding DIN: 01453110) who was named as one of the First Directors by the Board of Directors at their meeting held on 8 December 2021 and pursuant to Article 58 of the Articles of Association of the Company and holds office as such upto the date



A handwritten signature in blue ink, likely belonging to a company official.

of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation in terms of Section 152 of the Act and other applicable provisions, if any.”

5. Appointment of Mr. Arvind Verma as Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Arvind Verma (holding DIN: 09429834) who was named as one of the First Directors by the Board of Directors at their meeting held on 8 December 2021 and pursuant to Article 58 of the Articles of Association of the Company and holds office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation in terms of Section 152 of the Act and other applicable provisions, if any.”

6. Appointment of Mr. Sanjay Bhalla as Non-executive Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of Board of Directors of the Company, Mr. Sanjay Bhalla (DIN: 00699901), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10 December, 2021 to hold office upto the date of ensuing Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of a Director of the Company, be and is hereby appointed as Non-executive Director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to perform all such acts and things and to sign all such deeds and documents, as may be considered necessary, desirable or expedient to give effect to this resolution.”

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



Arvind Verma
DIN: 09429834
(Director)

Place : Noida

Date: 25.05.2022

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS / HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A proxy should be sent in the form enclosed and in order to be effective must reach the registered office of the Company at least **FORTY-EIGHT HOURS** before the scheduled time of the meeting.
2. A proxy shall not have the right to speak and shall not be entitled to vote except on a poll.
3. A member holding more than 10% 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 / shareholder.
4. Members are requested to carry the Attendance slip as attached in the Notice.
5. Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business item Nos. 3 to 6 set out above is annexed hereto.
6. Documents, if any, referred to in the Notice may be inspected at the Registered Office of the Company on any working day prior to the date of meeting during business hours between 3:00 p.m. to 5:00 p.m. and will also be available at the meeting.
7. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
8. A route map of the venue of AGM is attached herewith

Place : Noida

Date: 25.05.2022

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




Arvind Verma
DIN: 09429834
(Director)

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the business mentioned under item Nos. 3 to 6 of the accompanying notice dated 25 May 2022:

Item No. 3:

Mr. Rashid Ahmed Mirza was named as one of First Director in the Articles of Association of the Company which have been duly registered with the Registrar of Companies, Kanpur at the time of its incorporation. Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Articles of Association of Company and resolution passed by the Board of Directors at their meeting held on 8 December, 2021, Mr. Rashid Ahmed Mirza holds office upto the date of this Annual General Meeting. The Company has received a notice in writing from a member, proposing the candidature of Mr. Rashid Ahmed Mirza for holding the office of Directorship pursuant to Section 160 of the Companies Act, 2013. A brief profile covering the details of his age, qualifications, experience, terms and conditions of appointment, etc as required pursuant to the Secretarial Standards on General Meetings, is annexed to this Notice as Annexure I. The Board considered that on account of vast knowledge and experience of Mr. Rashid Ahmed Mirza, his appointment will be in the interest of the Company. The Board recommended resolution containing under Item No. 3 of the accompanying Notice for your approval. The documents, if any, referred above, are made available for inspection in terms of Point 6 of the notes to the accompanying notice. None of the Directors of the Company and / or their relatives are concerned or interested, financially or otherwise, in the said resolutions except Mr. Rashid Ahmed Mirza.

Item No. 4:

Mr. Shuja Mirza was named as one of First Director in the Articles of Association of the Company which have been duly registered with the Registrar of Companies, Kanpur at the time of its incorporation. Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Articles of Association of Company and resolution passed by the Board of Directors at their meeting held on 8 December 2021, Mr. Shuja Mirza holds office upto the date of this Annual General Meeting. The Company has received a notice in writing from a member, along proposing the candidature of Mr. Shuja Mirza for holding the office of Directorship pursuant to Section 160 of the Companies Act, 2013. A brief profile covering the details of his age, qualifications, experience, terms and conditions of appointment, etc as required pursuant to the Secretarial Standards on General Meetings, is annexed to this Notice as Annexure I. The Board considered that on account of vast knowledge and experience of Mr. Shuja Mirza, his appointment will be in the interest of the Company. The Board recommended resolution containing under item no. 4 of the accompanying Notice for Members approval. The documents, if any, referred above, are made available for inspection in terms of Point 6 of the notes to the accompanying notice. None of the Directors of the Company and / or their relatives are concerned or interested, financially or otherwise, in the said resolutions except Mr. Shuja Mirza.

Item No. 5:

Mr. Arvind Verma was named as one of First Director in the Articles of Association of the Company which have been duly registered with the Registrar of Companies, Kanpur at the time of its incorporation. Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with Articles of Association of Company and resolution passed by the Board of Directors at their meeting held on 8 December, 2021, Mr. Arvind Verma holds office upto the date of this Annual General Meeting. The Company has received a notice in writing from a member, proposing the candidature of Mr. Arvind Verma for holding the office of Directorship pursuant to Section 160 of the



Companies Act, 2013. A brief profile covering the details of his age, qualifications, experience, terms and conditions of appointment, etc as required pursuant to the Secretarial Standards on General Meetings, is annexed to this Notice as Annexure I. The Board considered that on account of vast knowledge and experience of Mr. Arvind Verma, his appointment will be in the interest of the Company. The Board recommended resolution containing under item no. 5 of the accompanying Notice for Members approval. The documents, if any, referred above, are made available for inspection in terms of Point 6 of the notes to the accompanying notice. None of the Directors of the Company and / or their relatives are concerned or interested, financially or otherwise, in the said resolutions except Mr. Arvind Verma.

Item No. 6:

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, the Board of Directors in its meeting held on 10 December, 2021 approved the appointment of Mr. Sanjay Bhalla as an Additional Director on the Board of Directors of the Company, who shall hold office upto the date of this Annual General Meeting and is eligible to be appointed as Director of the Company.

The Company has received the consent of Mr. Sanjay Bhalla to act as Non-executive Director in terms of section 152 of the Act and declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director of the Company.

The Board considered that his association would be of immense benefit to the Company taking into account the external business environment, his business knowledge, core skills and experience and it is desirable to avail the services of Mr. Sanjay Bhalla as Non-executive Director, not liable to retire by rotation. Therefore, the Board recommends the resolution set forth in Item No. 6 of the accompanying Notice for approval of the members.

Except Mr. Sanjay Bhalla being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution set out under Item No. 6 of the accompanying Notice.

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




Arvind Verma
DIN: 09429834
(Director)

Place : Noida

Date: 25.05.2022

Annexure I

Mr. Rashid Ahmed Mirza

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| Category | Non- executive Director |
| Date of Birth (Age) | 26 January, 1957 |
| Date of first appointment on the Board | 8 December, 2021 |
| Qualifications | Diploma in Leather Technology from Leather Sellers College, London |
| Experience | Around 44 years |
| Shareholding in the Company | 1 equity share (Nominee Shareholder) |
| Terms and Conditions of appointment/ re-appointment | A copy of draft letter for the appointment including terms and condition is available for inspection without any fee by the members at the Company's Registered Office. |
| Remuneration sought to be paid | NIL |
| Remuneration last drawn during Financial period-2021-2022 | NIL |
| Relationship with other Directors/ KMP of the Company | Mr. Shuja Mirza, Director of the Company is son of Mr. Rashid Ahmed Mirza |
| No. of Meetings of the Board attended during the period | 4 |
| Directorships held in other Companies | <ol style="list-style-type: none"> 1. Mirza International Limited 2. Emgee Projects Private Limited 3. Genesis Infraprojects Private Limited 4. Aarem Heights Private Limited 5. RTS Fashions Private Limited |
| Chairmanship/ Membership held in other Companies | NIL |



Mr. Shuja Mirza

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| Category | Non- executive Director |
| Date of Birth (Age) | 23 January, 1981 |
| Date of first appointment on the Board | 8 December, 2021 |
| Qualifications | Graduation in Science from the California State University, USA. |
| Experience | 16 years |
| Shareholding in the Company | 1 equity share (Nominee Shareholder) |
| Terms and Conditions of appointment/ re-appointment | A copy of draft letter for the appointment including terms and condition is available for inspection without any fee by the members at the Company's Registered Office. |
| Remuneration sought to be paid | NIL |
| Remuneration last drawn during Financial period-2021-2022 | NIL |
| Relationship with other Directors/ KMP of the Company | Mr. Rashid Ahmed Mirza, Director of the Company is father of Mr. Shuja Mirza. |
| No. of Meetings of the Board attended during the period | 4 |
| Directorships held in other Companies | 1. Mirza International Limited 2. Aarem Heights Private Limited 3. Genesisriverview Resorts Private Limited |
| Chairmanship/ Membership held in other Companies | NIL |



Mr. Arvind Verma

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| Category | Non- executive Director |
| Date of Birth (Age) | 8 January, 1974 |
| Date of first appointment on the Board | 8 December, 2021 |
| Qualifications | Graduation in Arts |
| Experience | 27 years |
| Shareholding in the Company | NIL |
| Terms and Conditions of appointment/ re-appointment | A copy of draft letter for the appointment including terms and condition is available for inspection without any fee by the members at the Company's Registered Office. |
| Remuneration sought to be paid | NIL |
| Remuneration last drawn during Financial period-2021-2022 | NIL |
| Relationship with other Directors/ KMP of the Company | None |
| No. of Meetings of the Board attended during the period | 4 |
| Directorships held in other Companies | NIL |
| Chairmanship/ Membership held in other Companies | NIL |

Mr. Sanjay Bhalla

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| Category | Non- executive Director |
| Date of Birth (Age) | 14 December, 1959 |
| Date of first appointment on the Board | 10 December, 2021 |



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| Qualifications | B. Tech (Chemical) |
| Experience | More than 30 years |
| Shareholding in the Company | NIL |
| Terms and Conditions of appointment/ re-appointment | A copy of draft letter for the appointment including terms and condition is available for inspection without any fee by the members at the Company's Registered Office. |
| Remuneration sought to be paid | NIL |
| Remuneration last drawn during Financial period-2021-2022 | NIL |
| Relationship with other Directors/ KMP of the Company | None |
| No. of Meetings of the Board attended during the period | 1 |
| Directorships held in other Companies | 1. Mirza International Limited 2. Silver Spark Private Limited 3. KASI 1981 Alumni Foundation |
| Chairmanship/ Membership held in other Companies | Mirza International Limited Chairman- 1. Nomination and Remuneration Committee 2. Stakeholders Relationships Committee Member- 1. Audit Committee 2. Risk Management Committee |

