

NOTICE

NOTICE is hereby given that the **24th Annual General Meeting** of the members of **Rahul Merchandising Limited** will be held on **Tuesday, 5th day of September, 2017 at 10:00 A.M.** at registered office of the company at **204, Siddhartha Building, 96, Nehru Place, New Delhi- 110019** to transact the following businesses:

ORDINARY BUSINESS:

1. *Ordinary Resolution* to receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2017 and the Statement of Profit & Loss Account for the year ended on that date together with the report of Directors and Auditors' thereon.
2. *Ordinary Resolution* to appoint a Director in place of **Mr. Pardeep Kumar (DIN:2940382)** who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for *Re-appointment*.
3. *Ordinary Resolution* for appointment of **M/s Jagdish Sapra & Co. Chartered Accountants (Firm Registration No. 001378N)** as Statutory Auditor:

“**RESOLVED THAT** pursuant to the provisions of section 139(2) & 142(1) and all other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), **M/s Jagdish Sapra & Co. Chartered Accountants, (Firm Registration No. 001378N)**, be and is hereby appointed as Statutory Auditor of the Company to hold office for a period of **two years** from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 26th A.G.M. of the Company to be held in the year 2019 (subject to ratification of their appointment at every AGM), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor.”

SPECIAL BUSINESS:4. **APPOINTMENT OF MR. SUNNY KUMAR AS AN INDEPENDENT DIRECTOR**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013, to be read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) along with Articles of Association of the company, **Mr. Sunny Kumar (DIN: 07648718)**, who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 11th November, 2016 to hold office up to the date of ensuing Annual General Meeting, and in respect of whom the Company has also received a notice of Intention in writing signifying his intention to propose himself as a candidate for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company for a period of **5 years** i.e. upto the conclusion of Annual General Meeting to be held in the **financial year 2021-22**, and whose office shall **not be liable to retire by rotation**”

5. **ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and 15 of the Companies Act, 2013, together with Schedule I as enacted there under in the Act, to be read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and all other applicable provisions, if any, of the Companies Act 2013, a new set of Articles of Association, primarily based on Table F of Schedule I to the Companies Act 2013, be and is hereby approved and adopted as the new set of Articles of Association in place of the existing Articles of Association of the Company.”

6. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION

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

“RESOLVED THAT pursuant to the provisions of Section 13, 15 and all other applicable provisions of the Companies Act, 2013 to be read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the draft clauses as contained in the Memorandum of Association which are submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses as contained in the existing Memorandum of Association of the Company with immediate effect.”

**By order of the Board of Directors
For RAHUL MERCHANDISING LIMITED**

Sd/-

**(Pardeep Kumar)
Whole Time Director
(DIN: 02940382)**

Add: 204, Siddhartha Building,
96, Nehru Place, New Delhi-110019

**Date: 19.07.2017
Place: New Delhi**