

NOTICE

NOTICE is hereby given that the **25th Annual General Meeting** of the members of **Rahul Merchandising Limited** will be held on **Friday, 28th day of September, 2018** at **04:30 P.M.** at the **registered office** of the Company situated 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 Standalone Financial Statements of the Company for the financial year ended on **31st March, 2018** together with the reports of the Auditor's and Directors' thereon.
2. Ordinary Resolution to appoint a Director in place of **Mr. Sunny Kumar (DIN: 07648718)** who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for Re-appointment.
3. Ordinary Resolution to ratify the appointment of **M/s Jagdish Sapa & Co., LLP, Chartered Accountants (FRN: 001378N)** as the Statutory Auditors of the Company to hold office from the conclusion of ensuing Annual General meeting till the conclusion of the next Annual General Meeting of the company and to fix their remuneration.

In this regard, if thought fit, the members will pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139(2) and 142(1) of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, and pursuant to the recommendation of the audit committee, the appointment of the Statutory Auditors of Company **M/s Jagdish Sapa & Co. LLP, Chartered Accountants (FRN: 001378N)** be and is hereby ratified by the members of the company for the financial year **2018-19** at such remuneration as may be determined by the Board of Directors of the Company in consultation with the auditor.”

SPECIAL BUSINESS:

4. Ordinary Resolution for appointment of **Ms. Vandna (DIN: 07646818)** as a **“Non-Executive Independent Director”**.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Ms. Vandna (DIN: 07646818)**, who was appointed as an Additional Director w.e.f. 08.08.2018 in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying her intention to propose as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company upto the conclusion of Annual General Meeting to be held in calendar year 2023 and whose office shall not be liable to retire by rotation.”

5. Ordinary resolution for appointment of **Mr. Sunny Kumar (DIN: 07648718)** as Whole Time Director

To consider the appointment of **Mr. Sunny Kumar (DIN: 07648718)** as Whole Time Director of the Company, and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, 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) and in terms of the Memorandum and Articles of Association of the

Company and on the recommendation of Nomination and Remuneration Committee consent of the Company be and is hereby accorded to appoint **Mr. Sunny Kumar (DIN: 07648718)** as a Whole Time Director of the Company for a period of Five years with effect from 28th September, 2018 to 27th September, 2023, with the liberty given to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration in such manner as may be agreed to by and between the Company and Mr. Sunny Kumar, provided however, such alterations are within the maximum limits laid down in the Companies Act, 2013 for the time being in force. Terms, conditions and remuneration as detailed below:

Terms & Conditions

- 1) **Designation:** Whole Time Director
- 2) **Term:** 5 years starting with effect from 28.09.2018
- 3) **Salary:** As mutually decided between the Company and Mr. Sunny Kumar, subject to the limits laid down in the Companies Act, 2013 for the time being in force.
- 4) **Functions:** He shall exercise duties and functions as may be delegated/ assigned to him by the Board of Directors/Committee of Directors from time to time.
- 5) **Sitting fees:** He shall not be paid any sitting fee for attending the Meeting of Board or Committee thereof.

**By order of the Board of Directors
For Rahul Merchandising Limited**

Date: 03.09.2018

Place: New Delhi

**Sd/-
Snehlata Kaim
Director
DIN:06882968**

NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business(es) to be transacted at the Meeting is annexed hereto.
2. **A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, PROXY FORMS DULY COMPLETED IN ALL RESPECTS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**

A person can act as a proxy on behalf of members **not exceeding fifty** and holding in 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(s) or shareholder(s).

3. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Relevant documents as referred to in the accompanying Notice along with the Statements are open for inspection by members at Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.
5. Brief details of Directors seeking re-appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) forms part of the notice.

6. The Register of Members and Share Transfer Books will remain closed from **Saturday, 22nd day of September, 2018 to Friday 28th day of September, 2018** (both days inclusive).
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form as required under the amended SEBI guidelines and regulations to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or its Registrar & Share Transfer Agent (RTA), for assistance in this regard.
8.
 - a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to its Registrar & Share Transfer Agent (RTA) promptly.
 - b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
9. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above, the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of service where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, **M/s Skyline Financial Services Private Limited**.
10. The shares of the Company are at presently listed on **BSE Limited**.
11. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
12. Pursuant to the provisions under Section 108 of Companies Act, 2013 to be read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote at the ensuing Annual General Meeting by Electronic Means. The business(s) proposed to be transacted as mentioned in the Annual General Meeting Notice may be transacted through voting by Electronic Means (Remote e-voting) as well. For this, Company is availing the services provided by **National Securities Depository Limited ("NSDL")**. The facility for voting through Ballot Paper will also be made available at the meeting venue, for the members who have not cast their votes by remote e-voting. They shall also be able to exercise their voting rights at the AGM by voting through ballot paper. Members who have already cast their vote by remote e-voting process prior to the date of meeting shall be eligible to attend the Annual General Meeting but shall not be entitled to cast their votes again through ballot process.

The instructions for e-voting by members are annexed to the Notice.
13. The Board of Directors of the Company has appointed **Ms. Preeti Mittal** (Formerly known as *Preeti Jain*), **Practicing Company Secretary (C. P. No. 17079) (M. No. 41759)** as **Scrutinizer** for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
14. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll and through remote e-voting, shall, not later than three days of conclusion of the Meeting, make a **"Consolidated Scrutinizer's Report"** and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on website of the Company at www.rahulmerchandising.com and on the website of Stock Exchange at www.bseindia.com. The Report shall simultaneously be placed on Notice Board of the Company at premises of the Registered Office.

15. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting.
16. The login ID and password for remote e-voting along with Process, Manner and Instructions for remote e-voting is being sent to Members who have not registered their E-mail ID(s) with the Company / their respective Depository Participants along with physical copy of the Notice.

Those Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for remote e-voting along with Process, Manner and Instructions through E-mail.

17. Voting rights shall be reckoned on the Paid-up value of shares registered in the name of Member / Beneficial Owner (in case of shares in Dematerialized form) as on the **cut-off** date i.e., **21st September, 2018**.
18. 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, shall only be entitled to avail the facility of e-voting / Poll.

Note: A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

19. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.
20. The **Instructions for shareholders voting electronically areas under:**

Date and Time of commencement of e-voting	E-Voting period commence from Tuesday, 25 th day of September, 2018 at 09:00 A.M.
Date and Time of Conclusion of e-voting	E-Voting period ends on Thursday, 27 th day of September, 2018 at 05:00 P.M.

- i. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date through remote E-voting would not be entitled to vote at the meeting venue through Poll.
- iii. The instructions for remote e-voting are as under:
 - a. In case a member receives an e-mail from NSDL [for members whose e-mail addresses are registered with the Company/Depository Participants(s)]:-
 - i. Open e-mail and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser and type the following URL: <https://www.evoting.nsdl.com> .
 - iii. Click on Shareholder – Login.
 - iv. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password.
 - v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.

- vii. Once the remote e-voting home page opens, click on remote e-voting> Active Voting Cycles.
- viii. Select “EVEN” (Remote E-voting Event Number) of RAHUL MERCHANDISING LIMITED Now you are ready for remote e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- x. Upon confirmation, the message “Vote cast successfully” will be displayed.
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. 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., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to preeticsjain@gmail.com or rahulmerchandising@gmail.com with a copy marked to evoting@nsdl.co.in .
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and remote e-voting user manual for shareholders available at the “Downloads” section of www.evoting.nsdl.com .
- xiv. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the **cut-off date**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- b. In case a member receives physical copy of the notice of AGM (for members whose email addresses are not registered with the Company/Depositories):
 - i. Initial password is provided in the enclosed attendance slip: EVEN (Remote E-voting Event Number), user ID and password.

Please follow all steps from S. No. (ii) to S. No. (xiii) above, to cast vote.

- ii. To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of Official	Sunny Kumar
Designation	Director
Address	204, Siddhartha Building, 96, Nehru Place, New Delhi - 110019
Contact	011-26212295
E-mail	rahulmerchandising@gmail.com

Details of Directors seeking Appointment/ Re-appointment at the Annual General Meeting

Name	Vandna	Sunny Kumar
Director Identification Number (DIN)	07646818	07648718
DOB	10/07/1986	27/02/1989
Qualification	Graduate	Graduate
Expertise in specific area	Administration	Administration & Management
Date of First appointment on the Board of the Company	08/08/2018	11/11/2016
Shareholding in the Company (Only In case the Director to be appointed is a Non- Executive Director)	Nil	N/A
List of Directorship held in other companies	Shree Vijay Industries Ltd. & SueryaaKnitwear Limited	Nil
Names of Listed Entities in which the person holds membership of Committees of the Board	Shree Vijay Industries Ltd. & Sueryaa Knitwear Limited	Nil
Relationship between Directors Inter-se	None	None

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

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

Item No. 4:

Pursuant to the provisions of Section 149 and all other applicable provisions of the Companies Act, 2013, if any, read with (Appointment and Qualification of Directors) Rules, 2014 as amended by Companies (Appointment and Qualification of Directors) Rules, 2015 and as per SEBI, LODR Regulations 2015, every listed company is required to have an optimum combination of Directors on the Board of the Company.

Therefore, as per the provisions of Section 161 of the Companies Act, 2013 the Board of Directors of your company at its Board Meeting held on 8th August, 2018 had appointed Ms. Vandna (DIN: 07646818) as an Additional Independent Director of the company. In terms of Section 161(1) of the Companies Act, 2013, she holds office up to the conclusion of this Annual General Meeting of the Company. The Company has received a notice in writing from Ms. Vandna pursuant to the provisions of the Companies Act, 2013, signifying intention to propose herself as candidate for the office of Independent Director.

In opinion of the Board, Ms. Vandna (DIN: 07646818) fulfills the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as an independent Director of the Company and is independent of the management and hence recommend her to be appointed for **five consecutive years** under section 149 of the Companies Act, 2013.

A brief profile of Ms. Vandna (DIN: 07646818) whose appointment is proposed at Item Number 4 of the accompanying Notice, has been given in the 'annexure' attached.

The Board of Directors recommends the resolution as set out in the Item No. 4 by way of Ordinary Resolutions

Except Ms. Vandna, None of the Directors, Key Managerial Personnel and their relatives is interested or concerned in the resolution.

Item No. 5:

Mr. Sunny Kumar (DIN: 07648718) is proposed to be appointed as Whole Time Director of the company. The Duties of the Whole time Director shall be discharged subject to the superintendence, control and direction of the Board and he shall perform on behalf of the company in the ordinary course of business including all such acts, deeds, and things, which in the ordinary course of business, he may consider necessary or proper or are in the interest of the company.

In view of his extensive experience, knowledge and dedicated efforts made for the Company, Board is considering his involvement, a necessity for Company's future growth.

Therefore, after consideration of all facts and circumstances, the Board recommends appointment of **Mr. Sunny Kumar (DIN: 07648718)** as Whole Time Director by members of the Company.

The Board of Directors recommends the resolution as set out in the Item No. 5 by way of Ordinary Resolutions

Except **Mr. Sunny Kumar (DIN: 07648718)**, none of the Director(s) is/are interested in the said resolution.

**By order of the Board of Directors
For Rahul Merchandising Limited**

Date: 03.09.2018

Place: New Delhi

**Sd/-
Snehlata Kaim
Director
DIN:06882968**