

# RAHUL MERCHANDISING LIMITED

Regd. Office: H. No. 1/61-B, Vishwas Nagar, Shahdara, Delhi-110032  
Email id: [rahulmerchandising@gmail.com](mailto:rahulmerchandising@gmail.com), Website: [www.rahulmerchandising.in](http://www.rahulmerchandising.in)  
CIN: L74899DL1993PLC052461, Ph: 7042309128

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Date: 22.10.2024

To,

Head Listing Compliance,  
**BSE Limited**,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001

**Security Code: 531887**

**Sub: Notice of 1<sup>st</sup> Extra Ordinary General Meeting for the Financial Year 2024-25 of the Company**

Dear Sir/Ma'am,

We would like to inform you that **1<sup>st</sup> Extra Ordinary General Meeting for the Financial Year 2024-25** of the Company is schedule to be held on Friday, November 15, 2024 at 01:00 P.M. through video conferencing (VC).

The Notice of Extra Ordinary General Meeting for the same is attached herewith.

Thanking you.

Yours Sincerely,

**For and on Behalf of the Board of Directors  
Rahul Merchandising Limited**

**Vaibhav Goel  
Whole Time Director  
DIN: 07899594**

**Place: New Delhi**

# RAHUL MERCHANDISING LIMITED

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## NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the 1<sup>st</sup>Extra Ordinary General Meeting (EGM)for the financial year **2024-25**of the members of the Company will be held on **Friday, November 15, 2024**at **01:00 P.M.** through **video conferencing(VC)**to transact the following business (es):-

### SPECIAL BUSINESS:

#### 1. To Change the Name 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 other applicable provisions, if any, read with Companies (Incorporation) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) and as per approval of Registrar of Companies (ROC) vide its approval letter dated September 25, 2024, the name of the Company be and is hereby changed from **“RAHUL MERCHANDISING LIMITED”** to **“TACENT PROJECTS LIMITED.”**

**“RESOLVED FURTHER THAT** pursuant to Section 13 of the Companies Act, 2013, existing Clause I of the Memorandum of Association(MOA) of the Company be substituted by the following:

The Name of the company is **“TACENT PROJECTS LIMITED”**

**“RESOLVED FURTHER THAT** the name **“RAHUL MERCHANDISING LIMITED”** wherever it occurs in the Memorandum & Articles of Association of the Company, letter heads and other stationery of the Company be substituted by the name **“TACENT PROJECTS LIMITED.”**

**“RESOLVED FURTHER THAT** **Mr. Vaibhav Goel (DIN: 07899594), Whole Time Director and Mr. Ankit Tayal (DIN: 03055997) Director** of the Company, be and is hereby severally authorised to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the aforementioned resolution and for matters connected herewith or incidental hereto.”

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## **2. Adoption of New Memorandum of Association with Amended Object Clause:**

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 provision of Section 13 and other applicable provision if any, of the Companies Act, 2013 read with applicable rules made thereunder, including any amendments thereto, and such other approval, permissions and sanctions of statutory authorities as may be required, consent of the members be and is hereby accorded for amendment in the existing object clause of Memorandum of Association of the Company in the following manner:

### **(A) THE MAIN OBJECTS ARE:**

1. To manufacture , trade and deal in bars, rods, plates, sheets, utensils, vessels, extrusion for wires, pipes and tubes etc. of any kind or description of copper, brass, zinc, lead, metal, iron, steel and or any other kind of ferrous or non-ferrous metal and to carry on the business of manufacture, export, import, buy, sell, distribute, wholesale and retail dealers in all kinds of metals including precious metals, steel, iron, copper, bronze, lead, zinc, aluminum, or any other ferrous or non-ferrous metal or alloys.
2. To carry on the business of trading, buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, preparing, producing, marketing, supplying, or dealing in any manner whatsoever in all type of goods including Metals, metal Scrap & Metal related products, agri-Commodities, on retail as well as on wholesale basis in India or elsewhere.
3. To construct, execute, carryout, equip, support maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country anywhere in the world all kinds of works, public or otherwise, constructions or conveniences of all kinds, which expression in this memorandum includes roads, canals, improvements, sewage, sanitary, water tank, gas storage facility, solar panels, street light, cold storages, warehouses, public and other buildings and all other works and conveniences of public or private utility.

**“RESOLVED THAT** pursuant to Section 13 of the Companies Act, 2013 and other applicable provisions and regulations; New Memorandum of Association duly initialed by the chairperson for the purpose of identification, be and is hereby approved and adopted as the Memorandum of Association of the Company in substitution of and to the exclusion of the existing Memorandum of Association of the Company.”

**“RESOLVED FURTHER THAT Mr. Vaibhav Goel (DIN: 07899594), Whole Time Director and Mr. Ankit Tayal (DIN: 03055997) Director** of the Company,

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be and is hereby severally authorised to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the aforementioned resolution and for matters connected herewith or incidental hereto.”

### **3. Adoption of New Set of 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 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association which is available for public inspection at the Registered Office of the Company and on the company's website, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

“**RESOLVED FURTHER THAT Mr. Vaibhav Goel (DIN: 07899594), Whole Time Director and Mr. Ankit Tayal (DIN: 03055997) Director** of the Company, be and is hereby severally authorised to sign and file all the necessary e-forms, applications, documents, inter alia, with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the aforementioned resolution and for matters connected herewith or incidental hereto.”

**For and on Behalf of the Board of Directors  
Rahul Merchandising Limited**

SD/-

**Date: 17.10.2024**

**Place: Delhi**

**Vaibhav Goel  
Wholetime Director  
DIN: 07899594**

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## NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business (es) specified under Item No. 1,2 & 3 to be transacted at the Extra Ordinary General Meeting (EGM) are annexed hereto.
2. The Ministry of Corporate Affairs (“MCA”) has, vide its Circular no. 09/2024 dated September 19, 2024, Circular No. 09/2023, dated September 25, 2023 and Circular no. 20/2022, dated May 05, 2022, Circular no. 02/2022, dated May 05, 2022 and Circular no. 21/2021, dated December 14, 2021 read together with circular dated December 8, 2021, January 13, 2021, April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as “MCA Circulars”), permitted convening the General Meeting through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In accordance with the MCA circulars, provisions of the Companies Act, 2013 (“the Act”) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the EGM of the Company is being held through Video Conferencing (VC).
3. The deemed venue for Extra Ordinary General Meeting (EGM) shall be the Registered Office of the Company situated at **H No. 1/61-B, Vishwas Nagar, Shahdara, East Delhi- 110032.**
4. The Company has appointed **Beetal Financial & Computer Services Limited** as “**Facilitator of VC/OAVM**” to facilitate the conduct of EGM through VC/OAVM.
5. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The facility of joining the e-EGM through VC/OAVM will be opened 15 minutes before and will be open upto 15 minutes after the scheduled start time of the e-EGM, i.e., from 12:45 P.M. to 01:15 P.M and will be available for 1,000 members on a first come first-served basis. This rule would however not apply to participation of shareholders holding 2% or more shareholding, promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the e-EGM without restriction on account of first come first served basis.
7. Pursuant to the provisions of the Companies Act 2013, a member entitled to attend and vote at the e-EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for

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- appointment of proxies by the members will not be available for the e-EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC or OAVM.
8. Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the EGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to [jainpandassociates@gmail.com](mailto:jainpandassociates@gmail.com) with a copy marked to Company [rahulmerchandising@gmail.com](mailto:rahulmerchandising@gmail.com) & [helpdesk.evoting@nsdlindia.com](mailto:helpdesk.evoting@nsdlindia.com) and the same should reach at least 48 hours before the commencement of the meeting.
  9. Institutional investors, who are members of the Company, are encouraged to attend and vote at the Extra Ordinary General Meeting (EGM) of the Company.
  10. The shares of the Company are at presently listed on **BSE Limited**.
  11. 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 Extra Ordinary General Meeting (EGM) by Electronic Means. The business(s) proposed to be transacted as mentioned in the notice of Extra Ordinary General Meeting (EGM) may be transacted through voting by Electronic Means i.e., Remote e-voting and e-voting during EGM as well. For this, Company is availing the services provided by National Securities Depository Limited (NSDL). The facility for e-voting will also be made available during the meeting, for the members who have not casted their votes by remote e-voting. They shall be able to exercise their voting rights during the EGM by e-voting. Members who have already casted their vote by remote e-voting process prior to the date of meeting shall be eligible to attend the Extra Ordinary General Meeting (EGM) but shall not be entitled to cast their votes again through e-voting process.
  12. The Scrutinizer, after scrutinizing the votes cast at the meeting through remote e-voting and e-voting during EGM, shall, not later than two working days of conclusion of the Meeting, make a “**Consolidated Scrutinizer’s Report**” and submit the same to the Chairperson. The results declared along with the consolidated scrutinizer’s report shall be placed on website of the Company <https://www.rahulmerchandising.in/> and on the website of Stock Exchange at [www.bseindia.com](http://www.bseindia.com). The Report shall simultaneously be placed on Notice Board of

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the Company at premises of the Registered Office.

13. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Extra Ordinary General Meeting (EGM).
14. 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. **Friday, November 08, 2024**.
15. 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.

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

16. SEBI has mandated the submission of Permanent Account Number (PAN) by every person dealing in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.
17. In terms of sections 101 and 136 of the Act, read with the rules made thereunder, the listed companies may send the notice of Extra Ordinary General Meeting(EGM) by electronic mode. Pursuant to the said provisions of the Act read MCA GeneralCircularNo.14/2020dated 08.04.2020,General Circular 03/2022 dated 05.05.2022, General Circular No. 11/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023 and General Circular No. 09/2024 dated September 19, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023; Notice of EGM is being sent only through electronic mode to those members whose email addresses are registered with the Company/depositories. Members may note that the said Notice will also be available on the Company's website at [www.rahulmerchandising.in](http://www.rahulmerchandising.in); website of the stock exchanges i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of the facilitator of VC/OAVM at<http://www.beetalfinancial.com>. The Notice shall also be available on the e-Voting website of the agency engaged for providing e-Voting facility, i.e., National Securities Depository Limited (NSDL) viz. <https://www.evoting.nsdl.com/>.
18. To receive communications through electronic means, including Notice of EGM, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. In case of shares held in physical form, members are advised to register their E-mail



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address & Mobile No. by writing to our RTA Skyline Financial Services Pvt. Ltd., Address: D-153A, 1<sup>st</sup>Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Ph.: 011-41044923; Email Id: [info@skylinerta.com](mailto:info@skylinerta.com).

19. With a view to enable the Company to serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
20. Members who still hold share certificates in physical form are advised to dematerialize their shareholding to also avail of numerous benefits of dematerialization, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
21. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
22. The Company has been maintaining, inter alia, the following statutory registers at its registered office at **H No. 1/61-B, Vishwas Nagar, Shahdara, Delhi- 110032**.
  - Register of contracts or arrangements in which directors are interested under section 189 of the Act.
    - a) Register of directors and key managerial personnel and their shareholding under section 170 of the Act.
23. In accordance with the MCA Circulars, the said registers will be made accessible for inspection through electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
24. Pursuant to Section 72 of the Companies Act, 2013 members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the Company's website at <https://www.rahulmerchandising.in/investor-desk/other-sebi-disclosures> In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
25. Since the Extra Ordinary General Meeting will be conducted through VC facility, the route map is not annexed to this Notice.
26. In case a person becomes a member of the Company after dispatch of EGM Notice, and is a member as on the cut-off date for e-voting, i.e., **Friday, November 08,**



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2024, such person may obtain the user id and password from by email request on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) .

27. Member need to send signed copy of the request letter providing the email address, mobile number and self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via email to [info@skylinerta.com](mailto:info@skylinerta.com) for obtaining the physical copy of EGM.

## 28. The Instructions For Members For Remote E-Voting And Joining General Meeting Are As Under:-

The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Friday, November 08, 2024** may cast their vote electronically.

The remote e-voting period commences on **Tuesday, November 12, 2024 (09:00 A.M) and ends on Thursday, November 14, 2024 (05:00 P.M.)**. 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 e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on the resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently. Further, the shareholders who have casted their vote electronically may participate in the EGM but shall not be allowed to vote again.

### 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: Access to NSDL e-Voting system

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode:** Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web

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	<p>browser by typing the following URL: <a href="https://eservices.nSDL.com/">https://eservices.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"><li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com/">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a>.</li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the meeting or joining virtual meeting.</li></ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>4. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li><li>5. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to</li></ol>

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	<p>cast your vote.</p> <p>6. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>7. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>8. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

## **B) Login Method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

### **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 'Shareholder/Member' section.

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3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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. Password details for shareholders other than Individual shareholders 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'.

# RAHUL MERCHANDISING LIMITED

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Email id: [rahulmerchandising@gmail.com](mailto:rahulmerchandising@gmail.com), Website: [www.rahulmerchandising.in](http://www.rahulmerchandising.in)

CIN: L74899DL1993PLC052461, Ph: 7042309128

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(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

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](http://www.evoting.nsdl.com).

b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. 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.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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## 29. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. Shareholders holding shares in physical mode are requested to register their email id by sending an email to the Company's Registrar and Share Transfer Agent (RTA) at [info@skylinerta.com](mailto:info@skylinerta.com). In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA or the Company Secretary. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [rahulmerchandising@gmail.com](mailto:rahulmerchandising@gmail.com) or [info@skylinerta.com](mailto:info@skylinerta.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
2. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
3. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## 30. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL

Login Type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000

### The Instructions for members for E-Voting on the day of the EGM are as under:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.

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2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

## **Instructions for Members for attending the EGM through VC/OAVM are as under:**

- Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [rahulmerchandising@gmail.com](mailto:rahulmerchandising@gmail.com). The same will be replied by the company suitably.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request to [rahulmerchandising@gmail.com](mailto:rahulmerchandising@gmail.com) in advance atleast 15 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries



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may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [rahulmerchandising@gmail.com](mailto:rahulmerchandising@gmail.com). These queries will be replied to by the company suitably by email.

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

Name of Official	<b>Mr. Vaibhav Goel</b>
Designation	Whole time Director
Address	H NO. 1/61-B, Vishwas Nagar Shahdara East Delhi 110032
Contact	+91- 7042309128
E-mail	<a href="mailto:rahulmerchandising@gmail.com">rahulmerchandising@gmail.com</a>

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 1**

The existing name of the company is RAHUL MERCHANDISING LIMITED.

At the Board meeting held on 17th day of August, 2024, the Directors of the Company put forward the proposal to change the name of the Company by new name “**TACENT PROJECTS LIMITED**”. An application was made to Registrar of Companies (ROC) for granting approval to availability of new name.

The Registrar of Companies (ROC) vide its approval letter dated September 25, 2024 granted approval for availability of “**TACENT PROJECTS LIMITED**” for name change.

The members are informed that Mr. Ankit Tayal and Mr. Mohit Sharma, Promoters & Directors of the Company hold majority shares of Promoter & Promoter Group in the Company. Mr. Ankit Tayal and Mr. Mohit Sharma are working under the name of “**TACENT**” group and also Mr. Ankit Tayal is owner of trade mark registered as “**TACENT**”. Mr. Ankit Tayal and Mr. Mohit Sharma hold the position of Directorship as well as major shareholding in companies namely Tacent Healthcare Private Limited, Tacent Industries Private Limited & Tacent Electronics Private Limited, which fall under the flagship of “**TACENT**” Group.

Since “**TACENT**” is christened as our group name and our intention to use “**TACENT**” in

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our proposed name intends to reflect our commitment of aligning with the existing group identity promoted by the same promoters, thereby enhancing group & brand recognition and continuity in our business operations. So, our board intend to take leverage of this group name under which current promoters are working through their various companies, as stated hereinabove. So, the board of our company proposes to amend our name to “**TACENT PROJECTS LIMITED**”. Mr. Ankit Tayal and Mr. Mohit Sharma had also granted NOC to our company to use the name “TACENT Projects Limited.”

Your Directors recommend the resolution at item No. 1 for your approval

*None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the passing of resolution set out at Item No. 1 of the Notice except to the extent of their directorships and shareholding in the Company, (if any).*

## **ITEM NO. 2**

The Board of Directors of the Company has proposed to amend the Main Object Clause and adopt amended set of Memorandum of Association (MoA) (as required under the Act, at its meeting held on August 17, 2024.

The Board proposes to amend the main object of the Company in place of its existing Object in the following manner:

1. To manufacture , trade and deal in bars, rods, plates, sheets, utensils, vessels, extrusion for wires, pipes and tubes etc. of any kind or description of copper, brass, zinc, lead, metal, iron, steel and or any other kind of ferrous or non-ferrous metal and to carry on the business of manufacture, export, import, buy, sell, distribute, wholesale and retail dealers in all kinds of metals including precious metals, steel, iron, copper, bronze, lead, zinc, aluminium, or any other ferrous or non-ferrous metal or alloys.
2. To carry on the business of trading, buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, preparing, producing, marketing, supplying, or dealing in any manner whatsoever in all type of goods including Metals, metal Scrap & Metal related products, Agri-Commodities, on retail as well as on wholesale basis in India or elsewhere.
3. To construct, execute, carryout, equip, support maintain, operate, improve, work, develop, administer, manage, control and superintend within or outside the country anywhere in the world all kinds of works, public or otherwise, constructions or conveniences of all kinds, which expression in this memorandum includes roads, canals, improvements, sewage, sanitary, water tank, gas storage facility, solar panels, street light, cold storages, warehouses, public and other buildings and all other works and conveniences of public or private utility.

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The above object will clarify the existing business and object of the company in a better way. The draft copy of the memorandum of association & article of Association will be available for inspection at the registered office of the company on any working day during business hours.

Your Directors recommend the resolution at item No. 2 for your approval.

*None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the passing of resolution set out at Item No. 2 of the Notice except to the extent of their directorships and shareholding in the Company, (if any).*

## **ITEM NO. 3**

The Board of Directors of the Company has proposed to amend the set of Articles of Association (AoA) as required under the Act, at its meeting held on August 17, 2024.

The draft copy of the memorandum of association(MoA) & article of Association(AoA) will be available for inspection at the registered office of the company on any working day during business hours.

Your Directors recommend the resolution at item No. 3 for your approval.

*None of the Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the passing of resolution set out at Item No. 2 of the Notice except to the extent of their directorships and shareholding in the Company, (if any).*

**Certificate from a Practicing Chartered Accountant stating compliance with conditions provided in sub-regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015 is as stated below:**

To,  
The Board of directors,  
Rahul Merchandising Limited  
Address: H No. 1/61-B, Vishwas Nagar, Shahdara  
East Delhi-110019

**Sub: Certificate complying provisions of Regulation 45(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for change of name of RAHUL MERCHANDISING LIMITED**

In context of above captioned subject, we M/s VSSA & Associates (Firm Registration No. 012421N), Practising Chartered Accountants have examined the relevant records of the Company and information and documents provided by the management of the Company for issue of Certificate stating compliance with the conditions specified in proviso of Regulation 45 of SEBI (LODR) Regulations, 2015 for change of name of the company from “RAHUL MERCHANDISING LIMITED” to “TACENT PROJECTS LIMITED”.

Based on our examination and according to information and explanation given to us and pursuant to the requirements of provision of Regulation 45(1) of SEBI (LODR) Regulations, 2015, we do hereby confirm that:

- a) Time period of at least one year has elapsed from the last name change:  
**The Company has not changed its name since at least One year and further confirmed that company has not changed its name since 1995.**
- b) at least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name or:  
**Not Applicable as the Company is changing its entire main object with change of its name. Further, name change of the Company is owing to corporate Re Branding by the Company to align with its group identity.**
- c) the amount invested in the new activity/project is at least fifty percent of the assets of the listed entity  
**Not Applicable as the Company is changing its entire main object with change of its name. Further, name change of the Company is owing to corporate Re Branding by the Company to align with its group identity.**

**Note: The Certificate is issued pursuant to proviso of Regulation 45(1) & (3) of SEBI (LODR) Regulations, 2015**

**For V S S A & Associates  
(Firm Registration No. 012421N)  
Chartered Accountants**

**SD/-  
Samir Vaid  
Partner  
M. No. 091309**

**Date: 17.10.2024  
Place: New Delhi  
UDIN: 24091309BKEQRO4494**