



## REDTAPE LIMITED

### Registered Office

Plot No. 08, Sector 90, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201305 India

Tel : +91 120 6994444 | +91 120 6994400

CIN : L74101UP2021PLC156659

Web : [www.redtape.com](http://www.redtape.com)

E-mail : [info@redtapeindia.com](mailto:info@redtapeindia.com)

September 03, 2024

<b>BSE Limited</b> 1 <sup>st</sup> Floor, New Trading Ring Rotunda Building Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001	<b>National Stock Exchange of India Limited</b> Exchange Plaza, 5 <sup>th</sup> Floor Plot no. C-1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051
<b>Scrip Code: 543957</b>	<b>NSE Symbol: REDTAPE</b>

### Sub: Notice of 3<sup>rd</sup> Annual General Meeting of REDTAPE Limited.

Dear Sir/Ma'am,

In compliance with the Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the **Notice of the 3<sup>rd</sup> Annual General Meeting** of the Company scheduled to be held on **Saturday, 28<sup>th</sup> September 2024 at 11:30 AM. (IST)** through Video Conferencing/ Other Audio Visual Means (OAVM).


The Notice of the Annual General Meeting of the Company is also available on the website of the Company at <https://redtape.com/>

This is for your kind information and record.

Thanking you,

Yours faithfully,

For **REDTAPE Limited**

  
**Akhilendra Bahadur Singh**  
Company Secretary & Compliance Officer



Encl: a/a

### 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

# REDTAPE

## REDTAPE LIMITED

CIN: L74101UP2021PLC156659

Regd. Office: Plot No. 08, Sector 90, Noida, Gautam Buddha Nagar, Uttar Pradesh -201301, India

Phone: +91 120 6994444 | +91 120 6994400

Email: [compliance@redtapeindia.com](mailto:compliance@redtapeindia.com) Website: [www.redtape.com](http://www.redtape.com)

NOTICE is hereby given that the 3<sup>rd</sup> (third) Annual General Meeting ('AGM') of the members of **REDTAPE** Limited is scheduled to be held on Saturday, September 28, 2024, at 11:30 Hours (IST) through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of the Auditors and the Board of Directors thereon.
2. To appoint a director in place of Mr. Arvind Verma (DIN: 09429834), who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS:

3. 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 Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), or re-enactment thereof, for the time being in force), the consent of Members of the Company be and is hereby accorded to the ratification of the remuneration of Rs. 40,000 (Rupees Forty Thousand Only) excluding taxes and reimbursement of out-of-pocket expenses at actuals payable to Mr. A.K. Srivastava, Cost Accountants (Membership No. 10467 with the Institute of Cost Accountant of India) and (Firm Registration No. 100090), appointed as the Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the FY 2024-25.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorized to perform all acts, deeds, matters or things and take such decisions / steps as may be necessary, expedient or desirable to give effect to aforesaid resolution."

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

**"RESOLVED THAT** further to the resolution passed at Extra-Ordinary General Meeting held on March 30, 2023 for appointment and remuneration payable to Mr. Shuja Mirza, Managing Director (DIN:01453110), and Special Resolution passed at Annual General Meeting held on September 30, 2023 with respect to revision in maximum remuneration payable to Mr. Shuja Mirza and pursuant to the provisions of Sections 197, 198 read with Schedule V of the Companies Act, 2013 ("**the Act**") and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, as may be required, and pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors in their respective meetings held on August 14, 2024, the consent of the members of the Company, be and are hereby accorded for revision in the maximum remuneration payable to Mr. Shuja Mirza, Managing Director of the Company, with effect from April 1, 2025 for the remainder of the tenure, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as stated below, be and is hereby specifically sanctioned with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors ("**the Board**"), which term shall be deemed to include the Nomination and Remuneration Committee of the Board of Directors to exercise its powers including the powers conferred hereunder and all the powers and authority conferred to it under

the provisions of law), to alter, vary and modify the terms and conditions of the remuneration, in such manner as may be agreed to between the Board and Mr. Shuja Mirza within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary:

- i. Remuneration: A sum not exceeding INR 12,00,00,000 (Rupees Twelve crore only) per annum, whether paid as salary, commission, perquisites, incentives, ex-gratia payments, allowances, or a combination thereof or by whatever name called and whether paid on monthly, quarterly or annual basis or otherwise, as may be decided by the Board, within the aforesaid overall ceiling of remuneration.
- ii. Medical allowance: In addition to remuneration at clause (i) above, a sum up-to INR 24,00,000 (Rupees twenty-four lakh only) per annum as medical allowances for all medical expenditures (including premium paid for obtaining any medical/ healthcare insurance(s) for self, spouse and all dependent children).

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, and 198 of the Companies Act, 2013 and the rules made thereunder, read with Schedule V of the Companies Act, 2013, and other applicable provisions, if any, the following perquisites will not be included in the aforesaid limit of the increased managerial remuneration:

- a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service which will not exceed the exemption limit as per the Income Tax Act, 1961; and
- c) Encashment of leave as per the policy of the Company.

**RESOLVED FURTHER THAT** payment/re-imbursment of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred for the purpose and in the course of the official duties will not be included in the aforesaid remuneration.

**RESOLVED FURTHER THAT** Mr. Shuja Mirza, being an Executive Director designated as Managing Director in the Company, will not be paid any sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

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

“**RESOLVED THAT** further to the resolution passed at Extra-Ordinary General Meeting held on March 30, 2023 for appointment and remuneration payable to Mr. Arvind Verma, Whole -Time Director (DIN:09429834), further Resolution passed at Annual General Meeting held on September 30, 2023 with respect to revision in maximum remuneration payable to Mr. Arvind Verma, pursuant to the provisions of Sections 197, 198 read with Schedule V of the Act and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, as may be required, and pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors in their respective meetings held on August 14, 2024, the consent of the members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Mr. Arvind Verma, Whole time Director of the Company with effect from April 01, 2025, for the remainder of the tenure, be and is hereby specifically sanctioned with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors (“**the Board**”), which term shall be deemed to include the Nomination and Remuneration Committee of the Board of Directors to exercise its powers including the powers conferred hereunder and all the powers and authority conferred to it under the provisions of law), to alter, vary and modify the terms and conditions of the remuneration, in such manner as may be agreed to between the Board and Mr. Arvind Verma within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary:

- i. **Remuneration:** A sum not exceeding INR 1,50,00,000 (Rupees One crore Fifty Lakhs only) per annum, whether paid as salary, commission, perquisites, incentives, ex-gratia payments, allowances, or a combination thereof or by whatever name called and whether paid on monthly, quarterly or annual basis or otherwise, as may be decided by the Board, within the aforesaid overall ceiling of remuneration.

- ii. **Medical allowance:** In addition to remuneration at clause (i) above, a sum up-to INR Rs.60,000 (Rupees sixty thousand) per annum as medical allowances for all medical expenditures (including premium paid for obtaining any medical/ healthcare insurance(s) for self, spouse and all dependent children).

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and 198 of the Companies Act, 2013 and the rules made thereunder, read with Schedule V of the Companies Act, 2013, and other applicable provisions, if any, the following perquisites will not be included in the aforesaid limit of the increased managerial remuneration:

- a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service which will not exceed the exemption limit as per the Income Tax Act, 1961; and
- c) Encashment of leave as per the policy of the Company.

**RESOLVED FURTHER THAT** payment/re-imbursment of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred for the purpose and in the course of the official duties will not be included in the aforesaid remuneration.

**RESOLVED FURTHER THAT** Mr. Arvind Verma, being an Executive Director designated as Whole-Time Director in the Company, will not be paid any sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

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

**"RESOLVED THAT** further Resolution passed at Annual General Meeting held on September 30, 2023, with respect to appointment of Ms. Sunanda (DIN: 10243709), as Whole-Time Director of the Company for a period of 3 years from August 1, 2023 to July 31, 2026 (both days inclusive) and pursuant to the provisions of Sections 197, 198 read with Schedule V of the Act and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, as may be required, and pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors in their respective meetings held on August 14, 2024, the consent of the members of the Company, be and is hereby accorded for revision in the maximum remuneration payable to Ms. Sunanda, Whole time Director of the Company with effect from April 01, 2025, for the remainder of the tenure, be and is hereby specifically sanctioned with the other terms and conditions of his appointment remaining the same, and with the liberty to the Board of Directors ("the Board"), which term shall be deemed to include the Nomination and Remuneration Committee of the Board of Directors to exercise its powers including the powers conferred hereunder and all the powers and authority conferred to it under the provisions of law), to alter, vary and modify the terms and conditions of the remuneration, in such manner as may be agreed to between the Board and Ms. Sunanda within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary:

- i. Remuneration: A sum not exceeding INR 40,00,000 (Rupees Forty Lakhs only) per annum, whether paid as salary, commission, perquisites, incentives, ex-gratia payments, allowances, or a combination thereof or by whatever name called and whether paid on monthly, quarterly or annual basis or otherwise, as may be decided by the Board, within the aforesaid overall ceiling of remuneration.
- ii. Medical allowance: In addition to remuneration at clause (i) above, a sum up-to INR Rs.30,000 (Rupees Thirty thousand) per annum as medical allowances for all medical expenditures (including premium paid for obtaining any medical/ healthcare insurance(s) for self, spouse and all dependent children).

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and 198 of the Companies Act, 2013 and the rules made thereunder, read with Schedule V of the Companies Act, 2013, and other applicable provisions, if any, the following perquisites will not be included in the aforesaid limit of the increased managerial remuneration:

- a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service which will not exceed the exemption limit as per the Income Tax Act, 1961; and

c) Encashment of leave as per the policy of the Company.

**RESOLVED FURTHER THAT** payment/re-imbusement of telephone and/or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred for the purpose and in the course of the official duties will not be included in the aforesaid remuneration.

**RESOLVED FURTHER THAT** Ms. Sunanda, being an Executive Director designated as Whole-Time Director in the Company, will not be paid any sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

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

By order of the Board  
For **REDTAPE LIMITED**

Date: August 28, 2024  
Place: Noida

**Akhilendra Bahadur Singh**  
Company Secretary & Compliance Officer

## NOTES

1. Pursuant to the General Circular No. 9/2023 dated September 25, 2023, Circular No. 10/2022 dated December 28, 2022, Circular No. 2/2022 dated May 05, 2022, Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 read with Securities and Exchange Board of India ('SEBI') vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM and thus attendance slip is not attached to this notice.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the 3<sup>rd</sup> Annual General Meeting (AGM) pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (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 AGM without restriction on account of first come first served basis.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.redtape.com](http://www.redtape.com), The Notice can also be accessed



from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. The Company has designated an exclusive e-mail ID “Compliance@redtapeindia.com” for redressal of shareholder’s complaints / grievances.
10. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number & prospective questions (if any) at [compliance@redtapeindia.com](mailto:compliance@redtapeindia.com) from September 20, 2024 (9:00 a.m. IST) to September 24, 2024 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, subject to availability of sufficient time for smooth conduct of the AGM.
11. The Board of Directors has not recommended any Final Dividend for the Financial Year ended on March 31, 2024.
12. The Company or Registrar and Transfer Agent (‘RTA’) cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further instructions, if any, already given by them in respect of shares held in physical form, if any, will not be automatically applicable to shares held in the electronic mode.
13. SEBI vide its circular dated April 20, 2018, has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to the ‘Secretarial and Compliance Department’ of the Company at the Registered Office or to RTA of the Company. In this regard, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered Members (including joint holders).

Members are also requested to submit original cancelled cheque bearing the name of the sole / first holder. In case of inability to provide the original cancelled cheque, a copy of Bank Passbook / Statement of the sole / first holder duly attested by the Bank, not being a date earlier than one month may be provided. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant (s).

14. Shareholders whose shares has been transferred to IEPF in pursuant to the Composite Scheme of Arrangement between RTS Fashion Pvt. Ltd. to Mirza International Limited and REDTAPE Limited may claim refund from IEPF in accordance with provisions of Companies Act, 2013 and rules made thereunder.

Further, In pursuant to the scheme of arrangement the Company has transferred 476921 equity shares to IEPF, data of which are available on website of the Company.

15. Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, Whose unclaimed shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).
16. Details required under provisions of the Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India (ICSI)- (“SS-2”) and Regulation 36 of SEBI Listing Regulations including brief profile of Directors seeking appointment/re-appointment is annexed hereto as Annexure A, as per the requirement.
17. Company has appointed National Securities Depositories Limited (“NSDL”), to provide Video-Conferencing Facility/ Other Audio-Visual Means (VC/OAVM) for conducting AGM.
18. The Company has appointed Mr. Debabrata Deb Nath (FCS-7775, CP-8612 & having email id: [rndregular@gmail.com](mailto:rndregular@gmail.com)), Partner of R & D Company Secretaries as the Scrutinizer for the e-voting process in a fair and transparent manner.
19. The resolution(s) will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolution(s). The Results declared along with the Scrutinizer’s Report(s) will be available on the

website of the Company at <https://about.redtape.com/> and Service Provider's website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and the communication will be sent to the BSE Limited and National Stock Exchange of India Limited.

20. Members holding shares in a single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13, available at Company's website at <https://about.redtape.com/notice-to-shareholders.php> duly filled in to the RTA of the Company. Members holding shares in electronic mode may contact their respective DPs to avail this facility.
21. Non-Resident Indian members are requested to inform the Company/ Company's RTA (if shareholding is in physical mode) / respective Depository Participants (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.
22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
23. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.
  - For shares held in electronic form to their Depository Participant for making necessary changes. NSDL has provided a facility for registration/updation of e-mail address through the link: <https://eservices.nsdl.com/kyc-attributes/#/login> and opt-in/opt-out of nomination through the link: <https://eservices.nsdl.com/instademmat-kyc-nomination/#/login>
  - For shares held in physical form by submitting to Company's RTA the forms given below along with requisite supporting documents available on Company's website at <https://www.redtapeindia.com/infromationtoinvestors> under the heading KYC updation as per SEBI Requirements.

S. No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, mobile number, Bank Account Details or changes /updation thereof.	ISR -1
2.	Confirmation of Signature of shareholder by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

24. SEBI vide its Circulars issued during 2023, established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. The regulatory norms regarding the same were consolidated vide SEBI Master Circular dated 11<sup>th</sup> August, 2023. Pursuant to the same, investors shall first take up a grievance with the Company directly, escalate the same through the SCORES Portal and if still not satisfied with the outcome after exhausting all available options, investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>. Link to the ODR Portal is also available on the homepage of Company's website at <https://about.redtape.com/notice-to-shareholders.php>.
25. Members are requested to support Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialised form) or with Registrar and Transfer Agent or the Company (in case of shares held in physical form), for receiving all communication including annual report, notices from the Company electronically.
26. All the documents as required under the Act and referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be available for inspection by the Members of the Company without payment of fees at the Registered Office of the Company at Plot No. 08, Sector -90, Noida, Gautam Buddha Nagar, Uttar Pradesh -201301, on any working day between 10.00 A.M. to 05.00 P.M. till the date of the AGM and shall also be available at the venue of the AGM.
27. In line with the MCA Circulars, the Notice of the AGM along with Annual Report 2023-24 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants (DPs)/ Registrar & Transfer Agent (RTA). The Company shall send a physical copy of the Annual Report to those Members who request for the same at [compliance@redtapeindia.com](mailto:compliance@redtapeindia.com) mentioning their Folio No./DP ID and Client ID.

28. 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 AGM.
29. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send their request by an e-mail to [compliance@redtapeindia.com](mailto:compliance@redtapeindia.com) mentioning their Name and Folio Number / DP ID and Client ID.
30. Members may please note that SEBI Circular dated January 25, 2022, as amended, has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://about.redtape.com/Intimation-to-Shareholders-having-Physical-Shares.php>. It may be noted that service request can be processed only after the folio is KYC compliant. In terms of Regulation 40(1) of the Listing Regulations, as amended, and SEBI, vide its notification dated January 24, 2022, as amended, has mandated, that all requests for transmission and transposition shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

#### **Procedures for joining the AGM through VC, Remote E-Voting and Voting at the AGM**

The remote e-voting period begins on September 25<sup>th</sup>, 2024, at 09:00 A.M. and ends on September 27<sup>th</sup>, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 21<sup>st</sup>, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 21<sup>st</sup>, 2024.

The remote e-voting period will be as under: -

Commencement of remote e-voting	9:00 A.M. On Wednesday, September 25, 2024
End of remote e-voting	5:00 P.M. on Friday, September 27, 2024

#### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

##### **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 and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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.	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed 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.</li> <li>2. If you are 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 hold 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 company name or <b>e-Voting service provider i.e. NSDL</b> 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.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="805 1323 1236 1585" style="border: 1px solid black; padding: 5px; margin: 10px 0;"> <p style="text-align: center; color: blue;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p> </div> <div style="text-align: center;">  <p><b>Google Play</b></p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> </ol>

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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 & voting during the meeting.

**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.

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

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.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33/ 022-48867000

**B) Login Method for e-Voting and joining virtual meeting 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?

- 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.
- 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, 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 130248 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'.
    - (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.com](mailto:evoting@nsdl.com) 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 and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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.

### **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly Authorized Signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rndregular@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Ms. Pallavi Mhatre, Senior Manager) at evoting@nsdl.com

### **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. 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 evoting@nsdl.com
2. 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 evoting@nsdl.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 and joining virtual meeting for Individual shareholders holding securities in demat mode
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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 AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be provided with a facility to attend the AGM 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" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN "130248" 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

### **EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED, SETTING OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS PROPOSED TO BE TRANSACTED UNDER ITEM NOS. 3 TO 6 OF THE ACCOMPANYING NOTICE FOR THE ANNUAL GENERAL MEETING.**

#### **Item No. 3.**

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to have audit of its cost accounts relating to such products manufactured by the Company covered under Central Excise Tariff Act, 1985, as prescribed under Section 148 of the Act and the Companies (Cost Records and Audit) Rules, 2014, conducted by a Cost Accountant. Based on the recommendation of the Audit Committee, the Board had, at its meeting held on May 29, 2024, approved the re-appointment of Mr. A. K. Srivastava, Cost Accountants (Membership No. 10467 with the Institute of Cost Accountant of India) and (Firm Registration No. 100090) as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company, pertaining to the relevant products, for FY24-25 at a remuneration of Rs. 40,000/- (Rupees forty thousand only) plus applicable taxes, out of pocket and other expenses.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, ratification for the remuneration payable to the Cost Auditors to audit the cost records of the Company for the said financial year by way of an Ordinary Resolution is being sought from the Members as set out at Item No. 03 of the Notice.

Mr. A. K. Srivastava has furnished a certificate to the Company regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for previous years under the provisions of the Act.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid matter.

The Board recommends the Ordinary Resolution set out at Item No. 03 of the Notice for approval by the Members.

#### **Item No. 4**

Mr. Shuja Mirza (DIN: 01453110) was re-designated as Managing Director of the Company effective March 22, 2023, for a period up-to March 31, 2027, as approved by the members of the Company at the Extraordinary General Meeting held on March 30, 2023. Further, the members had authorized the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mr. Shuja Mirza, but such remuneration payable shall be within the limits specified in the Section 197 and other applicable provisions of the Companies Act, 2013 ('the Act'),



Further to the Special Resolution passed at Annual General Meeting held on September 30, 2023 with respect to revision in maximum remuneration payable to Mr. Shuja Mirza and pursuant to the provisions of Sections 197, 198 read with Schedule V of the Companies Act, 2013 ("the Act") and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, as may be required, and pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors in their respective meetings held on August 14, 2024,

The Board of Directors on recommendation of the Nomination and Remuneration Committee & Audit Committee in their meeting held on August 14, 2024, had considered to increase the overall maximum remuneration of Mr. Shuja Mirza, for the remainder of the tenure as mentioned in the resolution at Item No. 4 of the Notice of the Annual General Meeting, subject to the approval of the shareholders at this AGM. In accordance with the applicable provisions of the Companies Act, 2013, approval of members is being sought, by way of Special Resolution, for payment to Mr. Shuja Mirza, Managing Director of the Company, for the remainder tenure of his appointment w.e.f. April 01, 2025.

In the event of loss or inadequacy of profits, the above remuneration by way of salary, commission, perquisites and other allowances payable to the above said Managing Director, being within the limits prescribed in Section II of Part II of Schedule V to the Act, shall be payable as minimum remuneration.

Further, as per the provisions of section II of Part II of Schedule V of the Companies Act, 2013, a statement containing the information required under the said clause is as follows:

## I. GENERAL INFORMATION

- Nature of Industry: The Company is engaged in the business of retail, marketing, design and development of sports and fashion footwear, garments, apparel and other accessories under REDTAPE and other Brands owned by the Company.
- Date or expected date of commencement of commercial production: The Company has carried on its operations since its incorporation.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable
- Financial Performance based on given indicators.

(Rs. in Lakh)

Particulars	Standalone result		Consolidated result	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Total Income	1,84,464	1,46,533	1,85,597	1,47,483
Profit/(Loss) after tax	16,980	13,607	17,624	14,215
Paid-up Share Capital	2,765	2,765	2,765	2,765
Reserves and Surplus	60,453	43,847	62,079	44,911

- Foreign Investments and Collaborations, If any: The company has made investments in its Foreign Subsidiary i.e. REDTAPE HK Limited.

## II. INFORMATION ABOUT THE APPOINTEE

- Background details: Mr. Shuja Mirza is a graduate in Science from the California State University, USA. Having a rich experience in the Field of Marketing, he has been managing the REDTAPE business in the pan-India market. He is managing Operations, Product Design, Development and Manufacturing. Mr. Shuja introduced the Retailing Units and Online Division in the Company, which helped multiply the business and expand its growth. With exposure from the international markets, he is responsible for diversifying and bringing the needed vigor to the Company.
- Past remuneration: Mr. Shuja Mirza was appointed as the Executive Director of the Company and re-designated as Managing Director of the Company effective March 22, 2023 for a period upto March 31, 2027. The remuneration paid to Mr. Shuja Mirza for FY2023-24 was INR 840 lakhs.
- Recognition or awards: During the Financial Year ended company had received the following awards: Flipkart Top advertiser on December 2023, Flipkart Top Flipstart Highest GMV in north Zone on December 2023,

Mytra Tech Threads on November 2023, Platinum seller Award Flipkart on September 2023 and Amazon Step Premium Seller on June 2023.

- d. Job profile and his suitability: Mr. Shuja Mirza designated as Managing Director of the Company. He has been managing the REDTAPE business in the pan-India market. He has overall responsibility for the regular business development and marketing activities of the Company.
- e. Remuneration proposed: As set out in Item No. 4 of this AGM notice. The increased remuneration is effective from April 1, 2025.
- f. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (In case of expatriates the relevant details would be with respect to the country of his origin): The proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package for top-level managerial persons having comparative qualifications and experience.
- g. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: He is the son of Mr. Rashid Ahmed Mirza, Chairman of the Company.

Except Mr. Shuja Mirza, Mr. Rashid Ahmed Mirza (being Father ), none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

#### **Item No. 5**

Mr. Arvind Verma (DIN: 09429834) was re-designated as Whole time Director of the Company effective March 22, 2023, for a period up-to March 21, 2026 as approved by the members of the Company at the Extraordinary General Meeting held on March 30, 2023. Further, the members had authorized the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mr. Arvind Verma, but such remuneration payable shall be within the limits specified in the Section 197 and other applicable provisions of the Companies Act, 2013 ('the Act').

The Board of Directors on recommendation of the Nomination and Remuneration Committee in its meeting held on May 30, 2023, had considered to increase the remuneration package of Mr. Arvind Verma as mentioned in the resolution at Item No. 5 of the Notice of the Annual General Meeting, subject to the approval of the shareholders at this AGM. In accordance with the applicable provisions of the Companies Act, 2013, approval of members is being sought, by way of ordinary resolution, for payment to Mr. Arvind Verma, Whole time Director.

Further to the Special Resolution passed at Annual General Meeting held on September 30, 2023 with respect to revision in maximum remuneration payable to Mr. Arvind Verma, In pursuant to the provisions of Sections 197, 198 read with Schedule V of the Companies Act, 2013 ("the Act") and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, as may be required, and pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors in their respective meetings held on August 14, 2024 had approved revision in Overall Maximum remuneration payable to Mr. Arvind Verma with effect from April 1<sup>st</sup>, 2025 for the remainder of the tenure.

Mr. Arvind Verma has vast experience of Sales & Marketing over 28 years in the Fashion Industry and has been associated with the brand REDTAPE for almost 25 years now. He has been instrumental in ensuring that the brand is always held in high esteem in the market & is fully involved at the micro level & day-to-day operations. He has now been tasked with ensuring the same growth & presence of the brand REDTAPE in International markets.

Save and except Mr. Arvind Verma, none of the other Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

#### **Item No. 6**

Ms. Sunanda (DIN: 10243709), designated as Whole-time Director ("WTD") of the Company for a period of three (3) years effective from August 1, 2023, to July 31, 2026, at the remuneration approved by the Board.

The Members at the 2<sup>nd</sup> AGM held on September 30, 2023, approved the appointment and terms of remuneration of Ms. Sunanda (DIN: 10243709) as the Whole-Time Director of the Company for a period of 3 years with effect from August 1, 2023, up to July 31, 2026, by way of an Ordinary Resolution ('the said Resolution of 2023').

Further, In pursuant to the provisions of Sections 197, 198 read with Schedule V of the Companies Act, 2013 ("the Act") and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, including any statutory modification(s) or re-enactment thereof, as may be required, and pursuant to the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors in their respective meetings held on August 14, 2024 had approved revision in Overall Maximum remuneration payable to Ms. Sunanda with effect from April 1<sup>st</sup>, 2025 for the remainder of the tenure.

Ms. Sunanda is a Postgraduate (Geography) from Kurukshetra University and PGCHRM from XLRI, Jamshedpur. She has more than 21 years of experience in Human Resource management and other managerial positions.

Ms. Sunanda has been with REDTAPE Limited (including Mirza International Limited) for more than 14 years and is a core member of top management team. The tenure of appointment and terms of remuneration are as provided in the resolution set out in Item no. 6 of this AGM Notice.

Save and except Ms. Sunanda, non of the other Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the resolution.

**Regd. Office:**

Plot No. 8, Sector 90  
Noida, Uttar Pradesh-201301

Date: August 28, 2024

Place: Noida

By order of the Board  
For **REDTAPE LIMITED**

**Akhilendra Bahadur Singh**  
Company Secretary & Compliance Officer

**Annexure-A**

Pursuant To Regulation 36 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 And Secretarial Standards-2 Issued By ICSI, Information About The Directors Seeking Appointment/ Re-Appointment And Fixation of Remuneration Is Furnished Below:

<b>Name of Director</b>	<b>Mr. Shuja Mirza</b>	<b>Mr. Arvind Verma</b>	<b>Ms. Sunanda</b>
DIN	01453110	09429834	10243709
Father's Name	Mr. Rashid Ahmed Mirza	Mr. Balbir Singh Verma	Mr. Ujagar Singh
Date of Birth	23 <sup>rd</sup> January, 1981	8 <sup>th</sup> January, 1974	12 <sup>th</sup> February, 1978
Date of first appointment on the Board of Directors of the Company	08 <sup>th</sup> December, 2021	08 <sup>th</sup> December, 2021	1 <sup>st</sup> August, 2023
Address	65, Friends Colony East Srinivaspuri, Delhi-110065	A-602, Stellar Greens Apartment, Plot No. D-6, Sector -44, Noida-201301	House No.-238, Panna Bichli Gali, Mangol Pur Kalan, Rohini Sector 5, Delhi-110085
Designation	Managing Director	Whole-time director	Whole-time director
Education	Graduate in Science from the California State University, USA.	Graduate	Postgraduate(Geography) from Kurukshetra University and PGCHRM from XLRI
Nature of Expertise / Experience in specific functional areas.	Rich experience in the Field of Marketing and managing operations, Product Design, Development and Manufacturing.	Vast experience of Sales & Marketing over 28 years in the Fashion Industry.	More than 21 years of experience in Human Resource management and other managerial positions.
Relationships between the Directors inter-se	Son of Mr. Rashid Ahmed Mirza, Chairman of the Company.	Not related to any directors of the Company	Not related to any directors of the Company
No. of Board Meetings attended during the year	Please refer Corporate Governance Report which is a part of this Annual Report		
Terms and conditions of Appointment/ Reappointment	As per the resolution at item number 4 of this notice. Mr. Shuja Mirza's office as Managing Director.	As per the resolution at item number 5 of this notice. Mr. Arvind Verma's office as Whole-Time Director shall be subject to retirement by rotation	As per the resolution at item number 6 of this notice. Ms. Sunanda's office as Whole-Time Director shall be subject to retirement by rotation
Directorship held in other Indian companies (as on August 28, 2024)	Please refer Corporate Governance Report which is a Part of this Annual Report.		
Membership/ Chairmanship of the Committee of Companies (including the Company)			
Directorship held in other listed companies	Please refer Corporate Governance Report which is a Part of this Annual Report.		
Membership/ Chairmanship of the Committee of other listed companies			
Shareholding in the Company	4,94,58,174 (35.79 %)	2,000 (0.0014%)	NIL
(No. & %) (as on August 28, 2024)			

Details of Remuneration sought to be paid	As mentioned in the resolution at Item	As mentioned in the resolution at Item	As mentioned in the resolution at Item
	No. 4	No. 5	No. 6
Remuneration last drawn (including sitting fees, if any)	As recommended by the Nomination and Remuneration Committee, Audit Committee and approved by the Board	As recommended by the Nomination and Remuneration Committee, Audit Committee and approved by the Board	As recommended by the Nomination and Remuneration Committee, Audit Committee and approved by the Board



**INFORMATION AT A GLANCE**

<b>Particulars</b>	<b>Details</b>
Name of the Company	REDTAPE Limited
Contact details	Plot No. 8, Sector 90, Gautam Buddha Nagar, Noida, Uttar Pradesh, 201301 Email: <a href="mailto:compliance@redtapeindia.com">compliance@redtapeindia.com</a> Website: <a href="http://www.redtape.com">www.redtape.com</a>
Date and Time of AGM	Saturday, September 28, 2024
AGM EVEN	130248
Cut-off date for e-Voting	Saturday, September 21, 2024
E-voting Start Date	September 25, 2024
E-voting End Date	September 27, 2024
Link for Participation through VC/OAVM	<a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>
Speaker Registration Start Date	September 20, 2024 (9:00 a.m. IST)
Speaker Registration End Date	September 24, 2024 (5:00 p.m. IST)
E-mail correspondence for Speaker Registration	<a href="mailto:Compliance@redtapeindia.com">Compliance@redtapeindia.com</a>
Registrar and Transfer Agents	KFin Technologies Ltd, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana, 500032 Email : <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> Website : <a href="http://www.kfintech.com">www.kfintech.com</a>