

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 44th ANNUAL GENERAL MEETING OF THE MEMBERS OF RRP SEMICONDUCTOR LIMITED (FORMERLY KNOWN AS G. D. TRADING AND AGENCIES LIMITED) WILL BE HELD ON WEDNESDAY, AUGUST 28, 2024 AT 2.00 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”)/ OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS(ES):

ORDINARY BUSINESS(ES):

ITEM NO. 1: To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2024 and the report of the Board of Directors and Auditors thereon; in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution(s) as an Ordinary Resolution:

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

“RESOLVED THAT the audited financial statement (including Balance sheet, P & L accounts, Cashflow statements and notes to accounts form part thereto) of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

ITEM NO. 2: To appoint Director in place of Mr. Ramesh Mishra (DIN: 00206671), who is liable to retire by rotation and being eligible, offers himself for re-appointment:

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Ramesh Mishra (DIN: 00206671), who retires by rotation from the Board of Directors and being eligible for appointment, be and is hereby appointed as a Director of the Company and whose office shall be liable to retire by rotation.”

ITEM NO. 3: To Consider Appointment of Statutory Auditors of the Company for a Term of Five Years and Fix their Remuneration.

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

“RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee, M/S. PAMS & Associates;

Chartered Accountants(ICAI FRN: 316079E) be and are hereby appointed as Statutory Auditors of the Company for a term of five years to hold office from the conclusion of this 44TH Annual General Meeting (for the financial year starting from 2024-2025) till the conclusion of 49th Annual General Meeting(for the Financial year 2028-29) be held in the year 2029 on such remuneration plus taxes and reimbursement of out of pocket expenses as may be incurred by them in connection with audit of accounts of the Company, as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

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 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.”

SPECIAL BUSINESS(ES):

ITEM NO. 4: TO REGULARISE/ APPOINT MRS. SUMITA MISHRA (DIN: 00207928) AS DIRECTOR OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161, and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) Mrs. Sumita Mishra (DIN: 00207928), who was appointed as an Additional Director of the Company with effect from 11th July 2024 pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and who holds office up to the date of next AGM, and being eligible, offer herself for appointment and in respect of whom the Company has received a notice in writing from a Member, signifying her intention to propose the candidature of Mrs. Sumita Mishra (DIN: 00207928), for the office of Director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

ITEM NO.5: APPOINTMENT OF MRS. SUMITA MISHRA (DIN: 00207928) AS MANAGING DIRECTOR OF THE COMPANY AND FIXING HER REMUNERATION :

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

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 152, 161, 196, 197, 198 and 203 read with Schedule V and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or amendment(s) thereof for the time being in force, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for the appointment of Mrs. SUMITA MISHRA (DIN: 00207928), as Managing Director of the Company for a period of 3 (Three) years effective from 11TH July 2024 to 10th July 2027, on such terms and remuneration as set out in this resolution and explanatory statement annexed to this notice.”;

“RESOLVED FURTHER THAT the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein be continued to be paid as minimum remuneration to Mrs. SUMITA MISHRA (DIN: 00207928), during her term of appointment”;

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to vary and/or revise the remuneration of Mrs. SUMITA MISHRA (DIN: 00207928), as Managing Director within the overall limits under the Act and to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

6. TO EXPLAND AND ENLARGE THE OBJECTIVE OF THE PREFERENTIAL ISSUE.

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

“RESOLVED THAT, For the purpose of expansion of business and better business opportunity and as part of good corporate governance, better transparency and understanding, members be and is hereby clarify and enlarge the object of the issues as mentioned in the Explanatory statement to the EOGM notice dated May 02, 2024 and accordingly the company will utilize the preferential issue proceeds as received from the issue of 1,35,24,000 equity shares towards aggregating to Rs. 16, 22, 88,000/- for:

1. To enlarge its core businesses i.e. to meet with the expenses to set up plant for manufacturing of OSAT /SEMI-Conductor facilities;
2. Invest in technology, human resources, fix assets and other infrastructure or working capital , BG , General Corporate to support the Businesses of the Company and
3. To Invest in the New Projects by taking over any company, LLP or other body corporates dealing with the trading, service, consultancy related to or connected with OSAT /SEMI-

- Conductor facilities and the respective manufacturing facilities;
4. Redemption of 50,000 redeemable preference shares of face value of Rs. 100/- each;
 5. Repayment of outstanding loans
 6. Conversion of Loan into equity shares
 7. To set up OSAT facilities in RRP Electronics Limited for manufacture, process, trade and market, designing and building of any form of advanced digital chips by/with the use of semiconductors for any industrial, commercial or use in common for all types and sort of equipment used for any sphere of life and technology and manufacture, process, trade and market.
 8. Facilitate the purchase of the OSAT equipment's and infrastructure and Capital expenses through RRP Electronics Limited a group company wherein Mr. Rajendra Chodankar is Interested Director in the both companies.

RESOLVED FURTHER THAT this purpose of utilization of the funds/ fund utilization done till the date is considered as compliance of Chapter V of SEBI (ICDR) Regulations, 2018 and disclosures requirements as per Regulation 32(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT the members be and is hereby ratify the entire loan of Rs. 6,34,90,000/- given to RRP Electronics Limited to be treated as the utilization for the object of the issue as part and parcel of the EOGM notice dated May 02, 2024 of the members.

RESOLVED FURTHER THAT the members be and is hereby authorized the Board to continue with the deployment of the funds (whether already deployed or to be deployed) for the above stated objects and shall be treated as part and parcel of the object of the preferential issue as stated herein above.

AND RESOLVED FURTHER THAT the members for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental and to resolve and settle all questions and difficulties that may arise in relation to the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

For and on behalf of the Board

RRP SEMICONDUCTOR LIMITED

(Formerly Known as G D Trading & Agencies Limited)

Sd/-

Place: Thane
Date: 02/08/2024

Ramesh Chandra Mishra
Director
DIN: 00206671

NOTES:

1. Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with respect to Item Nos. 3, 4 & 5 is annexed hereto.
2. The Additional information, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as an annexure to the Notice.
3. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of AGM.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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 AGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The e-voting commences on Sunday, August 25, 2024 at 9.00 a.m. (IST) and end on Tuesday, August 27, 2024 at 5.00 p.m. (IST). The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., Wednesday, August 21, 2024.
6. Any person who is not a member post cut-off date should treat this notice for information purposes only.
7. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
8. Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as on the cut-off date, i.e., Friday, July 26, 2024, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or to the Registrar and Share Transfer Agent (RTA) info@bigshareonline.com. However, if he/she is already registered with Central Depository Services (India) Limited (CDSL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
9. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, 22nd August, 2024 to Wednesday, 28th August, 2024 (both days inclusive) for

the purpose of 44th Annual General Meeting.

10. CS Amarendra Mohapalra, Practicing Company Secretary (Membership No. ACS 26257 CP No. 14901) from M/s Amarendra Mohapatra & Associates, vide Board Resolution dated July 11, 2024 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
11. The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.
12. The Results shall be declared after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz www.gdtal.com and on the website of CDSL within 2 (Two) working days of passing of the resolutions at the AGM of the Company and the same will also be communicated to the Stock Exchanges.
13. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.gdtal.com websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at <https://helpdesk.evoting@cdslindia.com>. The Company will also be publishing an advertisement in newspaper containing the details about the AGM i.e. the conduct of AGM through VC/ OAVM, date and time of AGM, availability of notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.
15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
17. The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of AGM by the members based on the request being sent on.
18. Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
19. As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management,

members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.

20. 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.
21. Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
22. Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/ RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.

The instructions for shareholders voting electronically are as under:

- i. The voting period begins on 25th August, 2024, Sunday at 9:00 am and ends on 27th August, 2024, Tuesday at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday 21st Augustl 2024) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 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 URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 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 company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period. |

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|--|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com 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 company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) 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 (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 e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & 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.

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

| Login type | Helpdesk details |
|---|---|
| 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43. |
| 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

***Note** If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).*

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**IN FAVOUR**”, “**NOT IN FAVOUR**” or “**ABSTAIN**” and click on “**SUBMIT VOTE**”. A confirmation box will be displayed. Click “**OK**” to confirm, else “**CANCEL**” to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the

“InvestorID.pdf” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select **“VOTE FILE UPLOAD”** option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on **“UPLOAD”**. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on custodian portal.

Helpdesk for queries regarding e-voting:

| Login type | Helpdesk details |
|--|--|
| Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode. | In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22. |

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on **“VIEW EVENT DETAILS (CURRENT)”** under **“EVENTS”** option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on **“VC/OAVM”** link placed beside of **“VIDEO CONFERENCE LINK”** option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM/EGM are as under:-

- The Members can join the AGM/EGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM/EGM is same as the instructions mentioned above for remote e-voting.

- Only those members/shareholders, who will be present in the AGM/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 AGM/EGM.
- 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 AGM/EGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

Registrar & Share transfer Agent

Bigshare Services Pvt. Ltd.,

Add: Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai 400093.

Tel.: + 9122 62638200

Fax: + 9122 62638299

**For and on behalf of the Board
RRP SEMICONDUCTOR LIMITED**

(Formerly Known as G D Trading & Agencies Limited)

Sd/-

Ramesh Chandra Mishra

Director

DIN: 00206671

Place: Thane

Date: 02/08/2024

Registered Office

**A396/397, TTC Industrial Area, Mahape, Thane,
Maharashtra, India, 400710.**

Website: www.gdtal.com

Email: gdtal2000@gmail.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS FOR APPOINTMENT OF DIRECTORS.

ITEM NO. 3 Appointment of M/s. PAMS & Associates, Chartered Accountants, as Statutory Auditors of the Company

M/s. Maheshwari & Associates., Chartered Accountants, have tendered their resignation dated July 01, 2024 from the position of Statutory Auditors due to other urgent assignments. The vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. The Board proposes that M/s. PAMS & Associates., Chartered Accountants (FRN.: 316079E), be appointed as the Statutory Auditors of the Company to fill the vacancy caused by the resignation of M/s. Maheshwari & Associates.

M/S. PAMS & Associates, Chartered Accountants, have conveyed their consent to act as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

ITEM NO. 4 & 5: TO REGULARISE/APPOINT MRS. SUMITA MISHRA (DIN: 00207928) AS MANAGING DIRECTOR (I.E. FROM ADDITIONAL DIRECTOR TO DIRECTOR, AND THEN FROM DIRECTOR TO MANAGING DIRECTOR) OF THE COMPANY AND FIXING HER REMUNERATION:

Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved appointment, under Section 161 of the Companies Act, of Mrs. Sumita Mishra (DIN: 00207928) in the meeting held on July 11, 2024 with effect from July 11, 2024. Her appointment comes to an end at the end of forth coming AGM if not regularized in this AGM.

The Nomination and Remuneration Committee had reviewed the proposed appointment and after evaluation of her eligibility, skills, experience, qualifications, etc. in the business of the Company, decided that she satisfied the fit and proper criteria in terms of the Companies Act, 2013 and recommended to the board her appointment from additional Director to Director by way of regularization and Approval of her position as the Managing Director of the Company with effect from July 11, 2024 for three years.

The Company had received consent letter from Mrs. Sumita Mishra (DIN: 00207928) to act as a Director/Managing Director of the Company.

In view of Section 160 the Company has already obtained notice in writing, from member under section 160 of the Companies Act, 2013 proposing her candidature.

Broad particulars of the terms of appointment of and remuneration payable to Mrs. Sumita Mishra (DIN: 00207928) are as under:

- a. Tenure of appointment – 3 years w.e.f. July 11, 2024
- b. Salary, perquisites and allowances: The perquisites and allowances shall be evaluated, wherever applicable, as per the Company's Policy and the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.
- c. The remuneration :

| Sr. No. | Financial Year | Remuneration (in Rs. p.m.) |
|----------------|---------------------------------------|-----------------------------------|
| 1 | FY 2024-25 (w.e.f. 11/07/2024) | Rs. 50,000/- |
| 2 | FY 2025-26 | Rs. 50,000/- |
| 3 | FY 2026-27 (till 10/07/2027) | Rs. 50,000/- |

The break-up of remuneration will be decided and arrived between the appointee and the Remuneration committee of the Company as per the company policy.

Gratuity and PF will be as per rules of the Company with liberty to merge previous gratuity (under any other group company) with current employment.

- d. Other benefits as per company policy and Schedule V of the companies Act, 2013: Mediclaim and Domiciliary hospitalization for self, spouse and maximum of two unmarried children, Annual Health Check-up for Self and Spouse, Group Personal Accident and Life Insurance Cover for Self.
- e. Travelling allowances including insurance for business trips as per Company's Policy.
- f. Increment / Variance in remuneration, if deemed fit, including performance linked incentive, subject to recommendation of Nomination and Remuneration Committee and approval of Board of Directors.

The office of the Managing Director may be terminated by either party by giving 3 (three) months' prior notice in writing.

In the absence of or inadequacy of profits in any financial year during the tenure of her appointment, the above remuneration including the perquisites will be paid as minimum remuneration fulfilling criteria of appointment in accordance with Schedule V of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of appointment of Mrs. Sumita Mishra (DIN: 00207928) under Section 190 of the Act.

Mrs. Sumita Mishra (DIN: 00207928) satisfies all the conditions set out in Part-I of Schedule V of the Act and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for her appointment and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Details of Mrs. Sumita Mishra (DIN: 00207928) are as stated below in point No. ii of "Information required under Section II, Part II of Schedule V of the Companies Act, 2013" pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mrs. Sumita Mishra (DIN: 00207928) and Ramesh Mishra are interested in the resolution set out at Item No. 4 and 5 of the Notice. The relatives of Mrs. Sumita Mishra (DIN: 00207928) may be deemed to be interested in the resolution set out at Item No. 4 & 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except stated above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. It is proposed to seek members' approval for appointment of and remuneration payable to Mrs. Sumita Mishra (DIN: 00207928) as a Managing Director of the Company, under category of Executive Director, in terms of the applicable provisions of the Companies Act, 2013.

The Board of Directors Recommends the Special Resolution set out at Item No. 4 & 5 of the Notice for approval of the members.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

i. General Information

| | |
|---|---|
| Nature of Industries | Electronics, Information and Technology Industry (Semiconductor & digital chips etc.) |
| Date or expected date of commencement of commercial production | Not Applicable |
| 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 | The company is recently changed its business and expecting good revenue in near future. |
| Foreign Investments or collaborations, if any. | Not applicable |

ii. Information of appointee, Mrs. Sumita Mishra (DIN: 00207928)/ Brief Profile of Mrs. Sumita Mishra {Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)} and Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

| Description | Details |
|--|---|
| Name | Mrs. Sumita Mishra |
| DIN | 00207928 |
| Age | 51 years |
| Qualification | MA Economics, B. Ed, Masters in Career Counselling. |
| Experience / Job Profile /Suitability | Mrs. Sumita Mishra has corporate experience at senior level and is conversant with NBFC Works. She is MA Economics, B. Ed, Masters in Career Guidance, Web Designing, PGD in Leadership Management. She has also given Open Offer in Suncity Synthetics Limited to take over management in her personal name. |
| Terms and Conditions of appointment | Managing Director for a period of 3 years. Other terms are as stated herein this notice and as agreed between her and the board of directors. |
| Remuneration last drawn from the Company | NIL |
| Remuneration proposed | As stated above in point No. 'c' of this statement. |
| Past Remuneration | N.A. |
| Justification for choosing the appointees as Independent Director | N.A. |
| Date of first appointment on the Board of the Company. | July 11, 2024 |
| Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company | Mrs. Sumita Mishra, Mr. Ramesh Mishra (Director) and Ms. Ira Mishra (Promoter) are relatives. There is no other relationship between the Directors except stated herein above. |
| Shareholding in the Company (as on the date of AGM Notice) | 1,00,000 Equity Shares. |
| Directorships of other Board | <ul style="list-style-type: none"> • Ira Aarna Securities Services Private Limited • Rover Finance Limited • Ira Aarna Online Paintings Private Limited • Ira Aarna Reality Private Limited |
| Membership/Chairmanship of Committees of Board of Directors of | Nil |

| | |
|---|---|
| other companies | |
| Comparative remuneration profile with respect to industries, size of company, profile of the position and Person. | The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V Companies Act, and is comparable to the remuneration of Managing Director levels of similar sized semiconductor companies. |
| Pecuniary Relationship directly or indirectly with the company or relationship with the managerial personnel. | Mrs. Sumita Mishra, Mr. Ramesh Mishra (Director) and Ms. Ira Mishra (Promoter) are relatives. There is no other relationship between the Directors as stated above. |
| Recognition or awards | Nil |

iii. Other Information

| Description | Details |
|---|---|
| Reasons of loss or inadequate profits | Loss or inadequate profits due to bad market condition. Hence, the company has recently changed its business and expecting good revenue in near future. |
| Steps taken or proposed to be taken for improvement. | The company is trying to reduce all expenses to improve the profitability. |
| Expected increase in productivity and profits in measurable terms | Considering present demand of business and market condition, it is expected to have good revenue and profit in near future. |

ITEM NO. 6 TO EXPLAIN AND ENLARGE THE OBJECTIVE OF THE PREFERENTIAL ISSUE.

The Company had raised Rs. 16,22,88,000/- (Sixteen Crore Twenty-Two Lakh Eighty Eight Thousand Only) through the issue of equity shares on a preferential basis in the month of May and June, 2024.

The Object of the issue as per the explanatory statement to the Notice of EOGM stated that:

- (i) To enlarge its core businesses i.e. to meet with the expenses to set up plant for manufacturing of OSAD /SEMI-Conductor facilities;
- (ii) Invest in technology, human resources, fix assets and other infrastructure or working capital, BG, General Corporate to support the Businesses of the Company and
- (iii) To Invest in the New Projects by taking over any company, LLP or other body corporates dealing with the trading, service, consultancy related to or connected with OSAD /SEMI-Conductor facilities and the respective manufacturing facilities;
- (iv) Redemption of 50,000 redeemable preference shares of face value of Rs. 100/- each;

(v) Repayment of outstanding loans

(vi) Conversion of Loan into equity shares

The Board in accordance with the above object invested by way of given loan of Rs. 6,34,90,000/- in RRP Electronics Limited for the following purpose:

1. To set up OSAT facilities in RRP Electronics Limited for manufacture, process, trade and market, designing and building of any form of advanced digital chips by/with the use of semiconductors for any industrial, commercial or use in common for all types and sort of equipment used for any sphere of life and technology and manufacture, process, trade and market.
2. Facilitate the purchase of the OSAT equipment's and infrastructure and Capital expenses through RRP Electronics Limited a group company wherein Mr. Rajendra Chodankar is Interested.

For the purpose of better understanding, transparency and enlarge object of the issue, the Audit Committee and board has approved and recommended to approve above stated resolution for the approval of the members by way of Special Resolution.

None of the directors and their relatives are financially or otherwise interested in this resolution.

For and on behalf of the Board
RRP SEMICONDUCTOR LIMITED
(Formerly Known as G D Trading & Agencies Limited)

Sd/-

Ramesh Chandra Mishra

Director

DIN: 00206671

Place: Thane

Date: 02/08/2024

Registered Office

**A396/397, TTC Industrial Area, Mahape, Thane,
Maharashtra, India, 400710.**

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