

RT EXPORTS

Date: 19th August, 2022

To,
The Secretary,
Listing Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001.

Scrip Code: 512565

Symbol: RTEXPO

Dear Sir / Madam,

Subject: Notice of 42nd Annual General Meeting.

Reference : Regulation 30 of SEBI (LODR) Regulations, 2015.

This is to inform you that 42nd Annual General Meeting (AGM) of the Company is scheduled to be held on Saturday, 10th September, 2022 at 09.30 A.M (IST).

This is for your information and record.

Thanking you,

Yours truly,

For R.T. Exports Limited



Bhavik R. Bhimjyani
Chairman & Managing Director
DIN: 00160121

Encl: Notice of 42nd AGM for FY 2021-22.

R T EXPORTS LIMITED

508, Dalamal House, Jamnalal Bajaj Marg, Nariman Point, Mumbai 400021.

T: 022 408 13000 Email: headoffice@neelkanthrealty.com CIN: L51900MH1980PLC022582

NOTICE

R. T. Exports Limited

Registered Off: 508, Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai - 400 021

CIN: L51900MH1980PLC022582; **Website:** www.rtexports.com

Email: headoffice@rtexports.com; **Tel No.:** 022 22840000

Notice is hereby given that **42nd (FORTY SECOND)** ANNUAL GENERAL MEETING (AGM) of the members of **R.T. Exports Limited** will be held on Saturday, 10th September, 2022 at 09.30 a.m. at the Basement (No. 2), Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai – 400 021 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the Financial Year Ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Bhavik Bhimjyani (DIN: 00160121), who retires by rotation and being eligible, has offered himself for reappointment.
3. To Re-appoint M/s Pathak H.D & Associates LLP, Chartered Accountants, (Firm Registration No.107783W) to the office of Statutory Auditors of the Company, for a second term of five consecutive years

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

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s Pathak H.D & Associates LLP, Chartered Accountants, (Firm Registration Number 107783W) be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office for the second term of 5 (Five) consecutive years i.e. from the conclusion of this (42nd) annual general meeting until the conclusion of the 47th annual general meeting of the Company to be held in the year 2027 on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and Auditor plus applicable tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit. .”

SPECIAL BUSINESS:

4. **To consider and approve Material Related Party Transaction(s):**

To consider, and if deemed fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“Listing Regulations”), and the Company’s policy on Related Party Transactions, and subject to such other approvals, consents, sanctions and permissions of any authorities as may be necessary, consent of members of the Company be and is hereby accorded to the material related party arrangements or transactions of availing of financial

assistance secured or unsecured, short term or long term, rollover of the loan, extension of time for repayment of the loan, totally amounting to Rs. 10.00 Crores (Rupees Ten Crores only) from Mr. Bhavik Bhimjyani, from time to time as and when required and the Audit Committee and Board of Directors of the Company be and are hereby authorized severally to empower the Management of the Company to enter in to the said material related party arrangements/transactions on the principal terms mentioned in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof) be and is hereby authorized to negotiate and finalise other terms and conditions and to do all such acts, deeds, matters and things and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary and / or expedient to give effect to this resolution subject to compliance with the applicable laws and regulations, without the Board being required to seek any further consent / approval of the Members.

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

5. Change of Name of the Company and Consequent Amendment in Memorandum and Articles of Association off The Company:

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

“RESOLVED THAT pursuant to the provisions of Section(s) 4, 5, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant rules thereunder (including any statutory modification or reenactment thereof, for the time being in force), and subject to approval(s) of the Registrar of Companies, other necessary approvals required, if any, in this regard from appropriate authorities, including Regulation 45 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent of the Members of the Company be and is hereby accorded for change of name of the Company from **“R T EXPORTS LIMITED”** to **“NEELKANTH HOUSING LIMITED”**.”

RESOLVED FURTHER THAT the name clause (Clause I) of the Memorandum of Association (“MoA”) of the Company be and is hereby altered accordingly and substituting by the following Clause:

I “The Name of the Company is “NEELKANTH HOUSING LIMITED.”

RESOLVED FURTHER THAT Articles of Association of the Company be and hereby altered accordingly and substituting by the following Clause:

“The Name of the Company is “NEELKANTH HOUSING LIMITED.”

RESOLVED FURTHER THAT Mr. Bhavik Bhimjyani, director of the Company be and is hereby authorised to take all such steps and actions for the purpose of making applications, filings and registrations as may be required in relation to the aforesaid change of name of the Company and further do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient and to settle & finalise all matters that may arise in this regard in order to give effect to the aforesaid resolution and to authorise any of the directors and/ or key managerial personnel and/or officers of the Company to take necessary action on behalf of the Company in that regard.”

6. Alteration to Main Object Clause in the Memorandum of Association of The Company:

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and subject to necessary approval(s) required, if any, in this regard from appropriate authorities, the consent of the members of the Company be and are hereby accorded to change the main object of the company in place of existing object clause of the company being amended and replaced to read as under:

“III. A of the Objects clause of the Memorandum of Association of the Company be titled as ‘THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION: -

1. To carry on business as dealers, re-sellers, house and estate agents, auctioners, lessors, builders, developers, experts, advisers, surveyors, planners, furnishers, designers in real estate, immovable and movable properties and for that purpose, acquire, hold mortgage, take on lease, exchange or otherwise acquire, improve, manage, survey, develop, sell, deal, dispose off, turn to account or otherwise deal, prepare, layouts, prepare building sites, and to construct, reconstruct repair, remodel, pulldown, alter, improve, decorate, furnish and maintain, immovable and movable properties other properties, lands, flats, mainsonetts, dwelling houses, shops, offices, markets, commercial complex, theatre, clubs, factories, workshops and other fixtures.
2. To carry on the business of Builders, Masoners and General Construction and Contractors and to carry on the business of the proprietors of lands, flats, maisonetes, dwelling houses, shops, offices, industrial estates, lessees of lands, flats and other immoveable properties and for these purposes to purchase, take on lease or otherwise acquire and hold any lands or buildings of any tenure or description wherever situated, or rights or interests therein or connected therewith, to prepare building sites, and to construct, reconstruct, pull down, renovate, develop, alter, improve, decorate and furnish and maintain flats, hotels, malls, educational institutes, hospitals, maisonettes, dwelling houses, shops, offices, buildings, industrial estates, works and conveniences, and sell the same on ownership basis, installment basis or loose basis and rental basis and transfer such buildings to co-operative societies, limited companies, bodies corporate or association of persons or individuals as the case may be, to lay out roads and pleasure gardens and recreation grounds to plant, drain or otherwise improve the land or any part thereof and to promote, operate and manage various immoveable properties and other real estate assets, and to develop, acquire and invest, either directly or indirectly, in income producing immoveable properties in India and to also undertake development and maintenance of infrastructure projects in all areas of infrastructure including but not limited to facilities such as road, power, water and industrial infrastructure.
3. To manufacture, deal in, built, erect, construct, operate, advice on, to undertake research and development, test, undertake, execute projects related to housing, storage, transportation, power generation, defense, bridges, canals, waterways, railways, highways, airports, ports, dams, docks, harbors, warehouses, cold storage, container, freight stations undertake and operate on Build - Operate - Transfer (BOT) or Build-Own- Lease - Transfer (BOLT) basis or Build-Own-Operate-Transfer (BOOT) basis or Design-Build- Operate-Transfer (DBOT) or on any kind of work for and on behalf of Government, Semi- Government organizations or bodies corporate or individuals.

4. To carry on the business of building, setting up, erecting, constructing, developing, commissioning, maintaining operating, hiring, letting on hire, lease of all types and natures of infrastructure, Projects including roads, highways, bridges flyovers, canals, hydro power projects, thermal power projects, wind power projects, water supply facilities, waste management systems, facilities for alternative energy sources, renewable energy systems, pollution control devices on Build - Operate - Transfer (BOT) basis or on any other basis on behalf of Government, Semi-Government organizations or bodies corporate or individuals.
5. To carry on, the business of contractors, of apartments structures shelters, whether open or otherwise, civil engineering of all types or residential, office, industrial, institutional or commercial or developers of co-operative housing societies, developers of housing schemes, townships, holiday resort, hotels, motels and in particular developing, decorating, furnishing, and maintaining of structures, flats, houses, factories, shops, offices, garages, warehouses, workshops, hospitals, nursing homes, clinics, godowns and other commercial or educational premises and conveniences to purchase for development investment or for resale lands, and other properties of any tenure and any interest therein and purchase, sell and deal in freehold and leasehold land and to make advances upon the security of lands, houses, structures and other property or any interest therein.
6. To carry on trade or business in India and elsewhere as Contractors, Estate, Agents, Surveyors, Architects, Real estate developers, colonizers, Consulting Engineers, Interior Decorators, House owners and House sellers.
7. To acquire by purchase, lease, exchange, hire or otherwise lands and property of any tenure or any interest in the same in India or outside India.
8. To carry on the business of flats and let on lease or give on hire-purchase basis or otherwise apartments therein and to provide for the tenants and occupiers thereof all or any of convenient commonly provided in residential of or apartment.
9. To buy, sell, construct, renovate, repair, improve take on lease, exchange or otherwise acquire lands, hereditaments dwelling houses, shops, offices, industrial estates, warehouses and properties of any nature or description for residential, industrial, commercial or any other purpose, any rights, easements advantages and privileges relating thereto either for investment or resale or to deal in any manner as may be expedient and to construct, build, improve, alter, develop flats, houses, factories, warehouses, godowns, shops, buildings, colonies and other structures, works and conveniences on any of the lands or immoveable properties purchased or acquired by the Company and to lease, rent-out, sell, deal in or otherwise dispose of the same.

“RESOLVED FURTHER THAT Mr. Bhavik Bhimjyani, director of the Company be and is hereby authorised to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

7. Alteration of Clause III (B) the Objects Incidental or Ancillary to the Attainment of Main Object:

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“ the Act”) read with the relevant rules thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and in accordance with rules, regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and such other approvals, permissions and sanctions, as may be necessary, the approval of the Members of the Company be and are hereby accorded to substitute the entire Clause III (B) of the Memorandum of Association of the Company by the following clause(s) respectively-

1. To acquire and take over any business or undertaking carried on in connection with any land or building which the company may desire to acquire or become interested in and the whole or any of the assets and liabilities of such business or undertaking and to carry on the same or to dispose or remove or put an end thereto or otherwise deal with the same as may seem expedient.
2. To acquire and take over as a going concern by purchase of, or lease and to undertake, to carry on the whole or any part of the business together with the goodwill and trade name, property, rights and liabilities of any person or persons, firm or company carrying on any business, which is within the objects of the company or which the Company is authorised to carry on or possessed of property suitable for the purposes of the Company and to pay for the same by shares, debentures, debenture stock, bonds, cash or otherwise and to conduct and carry on or liquidate and wind up any such business.
3. To amalgamate, enter into foreign or Indian technical, and/or financial collaboration, partnership or Into any arrangement for sharing of profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, firm, corporation or Government or company carrying on, engaged in or about to carry on or engage in any business, undertaking or transaction which the Company is authorised to carry on or engage in or any business, undertaking or transaction and to lend money, to guarantee the contracts or otherwise assign any such person, firm or company and to take or otherwise, acquire and hold shares or securities of any such persons, firms or companies, to sell, hold, re-issue with or without guarantee or otherwise deal with the same.
4. The Company may at any time invite and receive or without any such invitation receive any gifts of Immoveable or moveable property and offerings of voluntary donations or bequests and legacies either from the shareholders or from any other person or give gifts of Immoveable or moveable property and offerings or voluntary donations, bequests and legacies either to the shareholders or to any other person for all or any of the objects of the Company with or without any special conditions provided such gifts received or gifts made or the conditions attached are not inconsistent with or derogatory to any of the objects of the Company.
5. To place, to reserve or to distribute as bonus shares amongst the members or otherwise to apply as the Company may from time to time think fit any monies received by way of premium on shares or debentures issued by the Company and moneys received in respect of dividend accrued, forfeited shares and moneys received in respect of moneys dividends accrued, forfeited shares moneys arising from the sale by the company of forfeited shares or from general reserves.
6. To promote, form and to be interested in, and take, hold and dispose of shares in any other company having objects similar, altogether or in part to those of this Company or carrying

business and to subsidize or assist any such company financially or otherwise by issuing or subscribing for or guaranteeing the subscription and issue, of shares, stocks, debenture-stock, or other securities of such company and, to transfer to any such company any property of this Company and to take or otherwise acquire hold and dispose, of shares, debentures and other securities in or of any such company.

7. To enter into, make and perform contracts and arrangements of every kind description with Corporate Body, State or Central Government or any companies, firms or persons that may seem conducive to the Company's objectives or any of them and to obtain from any such authority and rights, privileges, charters, contracts, concessions, licences which the Company for the time being may think desirable to obtain and to carry out, exercise and comply with such arrangements, rights, privileges and concessions.
8. To sell, sublet, mortgage, lease, manage, develop, dispose of or transfer the business, Immoveable or moveable property, and undertaking of the Company or any part thereof or any part of the property, rights and concessions of the Company in such manner and upon such terms and conditions and for such consideration as the Directors of the Company, for the time being, may think fit to accept and in particular for cash, shares, debentures, debenture-stock, bonds, or securities of any other company having objects altogether or in part similar to those of this Company.
9. To receive, raise or borrow money from time to time for any of the purpose of the Company by bonds, debentures or promissory notes or by taking credit, in or opening current accounts with any, individual or firm or with any Bank and whether with or without giving any security, goods or other articles or by mortgaging, charging hypothecating any lands, buildings and machinery, goods, assets or revenue of the Company, present or future, including its uncalled capital or by the issue of debentures, debenture-stock, perpetual or otherwise including debentures or debenture-stock convertible into shares of this or any other company or to convey the same absolutely or in trust and give lenders powers of sale and other powers as may be expedient and to purchase redeem or pay off such securities, subject to the provisions of Section 58-A of the Companies Act and directives of Reserve Bank of India.
10. To lend or deposit moneys belonging or entrusted to or at the disposal of the Company to such person or company and in particular to customers and other having dealings with the Company with or without security upon such terms as may be thought proper and to invest or otherwise employ such moneys in such manner as may be thought proper and from time to time to vary such transactions. However, the Company shall not carry on banking business as defined under the Banking Regulation Act, 1949.
11. To invest, and deal with the moneys of the Company not immediately required in immoveable properties shares, stocks, bonds, debentures, obligations or other securities of the company or association or in Government Securities or in current or deposit account with banks or on the mortgage of immoveable properties of any tenure or on the pledge of moveable property or in any other manner as may from time to time be determined by the Directors of the Company for .the time being and from time to time, sell or vary all such investments and execute all assignments transfers, receipts and documents that may be necessary in the behalf.
12. To advance and/or lend money, either with or without security and generally to such persons, firms, associations, trusts, corporations, companies, upon such terms and conditions as the .Company may think fit.
13. To guarantee the payment or money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts mortgages, charges, obligations, instruments, stocks and securities of any company or of any such authorities

supreme, municipal local or otherwise or of any persons whomsoever, whether incorporated or not incorporated and generally to guarantee or become sureties the performance of any contract or obligations..

14. To give guarantee for the performance or discharge of any obligations, liabilities, duties or the payments of moneys by any persons, firms and companies or Governments of States and to give indemnities.
15. Subject to the provisions of the Act, to distribute among the members in specie or kind any property of the Company or any proceeds of sale or disposal of any property of the Company, in the event of winding up.
16. To draw, make, issue, accept, transfer and endorse, discount, execute and negotiate promissory notes, hundies, bills of exchange, cheques, drafts, bills of lading, letters of credit, delivery orders, dock warrants, railway or transport receipts, warehousekeeper's certificate and other negotiable or commercial or merchantile instruments connected with the business of the Company.
17. To open accounts with any bank or banks and to deposit moneys therein and to draw and endorse cheques on and to withdraw moneys from such account and generally operate upon same (whether overdraft or not) as may be required for any of the objects or purposes of the Company.
18. To develop design and act as consultant for the process know-how required in construction.
19. To insure any or the persons, properties, undertakings, contracts, guarantee or obligations or profits of the Company of every nature and kind in any manner whatsoever.
20. To refer any dispute, claim or demand by or against the Company to arbitration and observe and perform the awards.
21. To be interested in, promote and undertake the formation and establishment of such institutions, associations, chamber of commerce, or other bodies, business, Industrial, trading or manufacturing within the objects of the Company.
22. To undertake and execute any trust the undertaking whereof may seem desirable either gratuitously or otherwise, and/or to make donations to any persons, company or association and to subscribe or guarantee money for any national, International, charitable, benevolent, educational, public, general or other object, activity, exhibition or trade effecting any modification in the constitution of the Company or in the Interest of its members or for the welfare of the staff and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business any modification in the constitution of the Company which the Company is authorised to carry on.
23. To enter into any arrangements and to take all necessary or proper steps with Governments or with any other authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for the purpose of directly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interest of its member and to oppose any such steps taken by the other company, firm or persons, which may be considered likely directly or indirectly to prejudice the interest of the Company or its members and to promote or assist the promotion, whether directly or indirectly of any legislation which may appear to be in the interest of the Company and to oppose and resist whether directly or indirectly, legislation which may seem disadvantageous to Company and to obtain from any such Government, authority or any company any charter, contracts, decrees, rights, agents, loans, privileges, or connections which the Company may think fit or desirable to obtain or carry out,

exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges or concessions.

24. To promote, form and register and aid in promotion, formation and registration of any company or companies, having similar objects, for the purpose of acquiring all or any of the property, undertaking, rights and liabilities of such company and to be interested in, or take or otherwise acquire, purchase, hold, sell or otherwise dispose of shares, debentures, and other securities in or of any such company, or any other Company, for all or any of the objects mentioned in this Memorandum and to subsidise or otherwise assist any such company and to undertake the management or other work, duties and business of any such company on such terms and conditions as may be determined.
25. To create any depreciation fund, reserve fund, sinking fund, insurance fund, dividend, equalising fund, capital redemption fund or any other special fund whether for depreciation, or for repairing, improving, extending, or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares, or for any other purpose whatsoever conducive to the interest of the Company.
26. To provide for the welfare of the Directors, ex-Directors, employees or ex-employees of the Company or its predecessors in business and the wives and families of the dependents or connections of such persons by building or contributing to the building of houses, dwellings, chawls, or quarters or by grants of moneys, pensions, gratuities, allowances, bonuses, awards, profit sharing or other scheme or trust and by providing or subscribing or contributing towards places, of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to establish, maintain and grant scholarships, monies to any persons for technical study and education in India and elsewhere in the world which may be necessary or useful for any of the objects of the Company, and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent religious, scientific, national or other Institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.
27. To pay out of the funds of the Company, all expenses of and incidental to the issue of subscription of the shares or loans or capital including brokerage, underwriting or other commission for obtaining applications for or placing or guaranteeing the placing of shares or any debentures, debentures stock and other securities of this company and also all expenses attending the issue of any circular or notice and printing, stamping, circulating proxies and forms to be filled up by the members of the Company.
28. To undertake or participate in the formation, management, supervision or control of the business operations of any other Company, firm or persons having similar objects.
29. To employ experts to investigate and examine into the conditions, prospects, value, character and, circumstances of any business, concerns and undertakings and generally of any assets, concessions, properties or rights.
30. To donate or gift, in cash or kind, for any national, charitable, benevolent, public, or to any institution club, society, research association, fund, university, college or any other person or body.
31. To apply for, secure, acquire by grant, legislative, enactment, assignment, transfer, purchase or otherwise and to exercise, carry out and enjoy and charter, licence, power, authority, franchise, concession, right or privilege, which any Government or authority or any Corporation or other Public Body may be empowered to grant, and to pay for, aid in, and contribute towards carrying on the same into effect.

32. To apply for, purchase or otherwise acquire any patents, patent rights, copyrights, trademarks, formulas, licences, concessions and the like or any secret or other information.
33. To Invest and deal with the moneys of the Company not immediately required in any manner.
34. To adopt such means of making known and advertising the business of the Company as may seem expedient.
35. To become member of other bodies of persons and associations, including Societies, Clubs and Companies limited by guarantee, whether formed for profit or for non-profit activities.
36. To pay out of the funds of the Company all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company or any other company promoted by the Company or any Company in which the company is or may contemplate being interested.
37. To act as money changers, brokers, buyers and seller of all foreign currencies, to take positions and trade on the movements of foreign currencies on behalf of customers or otherwise, to hold operate and transact in foreign currencies by maintaining foreign currency bank accounts or otherwise, and to issue or act as agents for travelers cheques, credit cards and all instruments in any currency, subject to all rules, regulation and approvals as may be necessary and to undertake the business of importers, exporters and merchandising of all kinds of goods and articles.

“RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company;

“RESOLVED FURTHER THAT Mr. Bhavik Bhimjyani, director of the Company be and is hereby authorised to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as they may in their absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution.”

**By Order of the Board of Directors
For R T Exports Limited**

**Sd/-
Bhavik R. Bhimjyani
Chairman & Managing Director
DIN: 00160121**

Date: 13th August, 2022

Place: Mumbai

NOTES:

- 1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such a proxy need not be a member of the Company.**
The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Annual General Meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxy holder shall prove his identity at the time of attending the Meeting.
2. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
3. Corporate members intending to send their authorised representative(s) to attend the Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and to vote on their behalf at the Meeting.
4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business under item no. 3, 4, 5, 6 and 7 of the Notice set out above, is annexed hereto as 'Annexure-I'. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard – 2 on "General Meetings" issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment at this Annual General Meeting ("AGM") are annexed as 'Annexure II' to this Notice.
5. At the 42nd Annual General Meeting held on 10th September, 2022 the members approved appointment of M/s Pathak H.D & Associates LLP, Chartered Accountants (Firm Registration No.: 107783W/W100593) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 47th AGM. Pursuant to the amendments made to Section 139 of the Companies Act, 2013 by the Companies (Amendment) Act, 2017 effective from 7th May, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors has been withdrawn from the Statute. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM. The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.
6. Members may also note that the Notice of the 42nd Annual General Meeting and the Company's Annual Report 2021-22 will be available on the Company's website, www.rtexports.com. All the relevant documents referred to in this AGM Notice and Explanatory Statement etc. shall remain open for inspection purpose at the Registered Office of the Company during its business hours on all working days (i.e. all days except Saturdays, Sundays and Public Holidays) up to the date of Annual General Meeting.
7. Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and other documents shall be available electronically for inspection by the members at the AGM.
8. The Company is providing facility for voting by electronic means (remote e-voting) through an electronic voting system and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to

e-voting are sent herewith in the e-voting communication. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. Members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.

9. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of Annual Report. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. The Register of Members and Transfer Books of the Company will be closed from 6th September, 2022 to 10th September, 2022 (Both days inclusive).
11. Members holding shares of the Company as on 3rd September, 2022 shall be entitled to vote at the Annual General Meeting of the Company. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.rtexports.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>.
13. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at headoffice@rtexports.com or to Link Intime (India) Private Limited at rnt.helpdesk@linkintime.co.in.
14. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) are Link Intime (India) Private Ltd. (Link Intime) having its office at C-101, 247 Park, LBS Marg, Vikhroli West, Mumbai- 400 083.
15. There was no share of the Company in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more and therefore, the Company was not required during financial year 2021-2022, to transfer any shares to the IEPF Authority, adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, from time to time.
16. Securities and Exchange Board of India ("SEBI") has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company/Link Intime has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
17. Members holding shares in physical mode are:
 - a. required to submit their Permanent Account Number (PAN) and bank account details to the Company/Link Intime, if not registered with the Company, as mandated by SEBI.
 - b. advised to register nomination in respect of their shareholding in the Company. (Nomination Form (SH-13)).
 - c. requested to register / update their e-mail address with the Company / Link Intime for receiving all communications from the Company electronically.

18. Members holding shares in electronic mode are:
- requested to submit their PAN and bank account details to their respective Depository Participants (“DPs”) with whom they are maintaining their demat accounts.
 - advised to contact their respective DPs for registering nomination.
 - requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
19. Non-Resident Indian members are requested to inform Link Intime/ respective DPs, immediately of:
- Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
20. Voting Options:

Remote e-voting

In compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (“remote e-voting”).

In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot / polling paper.

The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.

Instructions for members voting electronically In compliance with the provisions of Section 108 of the Act read with Rules made there under and Regulation 44 of the Listing Regulations, the Company is offering evoting facility to all Members of the Company. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the Depositories as on the cut-off date i.e. Saturday, 3rd September, 2022, only shall be entitled to avail the facility of remote e-voting/evoting at the AGM. NSDL will be facilitating remote evoting to enable the Members to cast their votes electronically. Members can cast their vote online from 10.00 A.M. (IST) on Tuesday, 6th September, 2022 to 5.00 P.M. (IST) on Friday, 9th September, 2022. At the end of remote e-voting period, the facility shall forthwith be blocked.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. 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. 2. If you are not registered for IDeAS e Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReq.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<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. 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.</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 above mentioned 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 or 022-23058542-43

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?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

7. Your User ID details are given below :

8. 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 101456 then user ID is 101456001*** For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (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.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 - d) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- 9.** After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 10.** Now, you will have to click on "Login" button.
- 11.** After you click on the "Login" button, Home page of e-Voting will open.

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

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.
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.

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 headoffice@rtexports.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 headoffice@rtexports.com If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholder holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 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 evoting.

General Guidelines for shareholders

- a. 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.

- b. The voting rights of the Members shall be in proportion to the number of shares held by them in the equity share capital of the Company as on the cut-off date being Saturday, 03rd September, 2022. In case of joint holders, the Member whose name appears as the first holder in order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- c. Corporate Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG format) of the relevant Board or governing body Resolution / Authorisation together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer at the email address with a copy marked to and The file / scanned image of the Board Resolution / authority letter should be in the naming format 'Corporate Name Event no.'.
- d. 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send request to Ms. Soni Singh, Assistant Manager, NSDL or Mr. Anubhav Saxena, NSDL at evoting@nsdl.co.in
- e. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- f. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rtexports.com and on the website of the Depository/ies within 48 hours of passing of the resolutions at the Annual General Meeting and will be communicated to Stock Exchanges wherein shares of the company are listed.
- g. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him, who shall countersign the same.
- h. The results shall be declared after this AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.rtexports.com within 3 (three) days of conclusion of this AGM and will be communicated to BSE Limited and National Stock Exchange of India Limited, who are required to place them on their website. The same shall also be placed on the website of NSDL.

THE COMPANY WHOLEHEARTEDLY WELCOMES MEMBERS/PROXIES AT THE ANNUAL GENERAL MEETING OF THE COMPANY. THE MEMBERS / PROXIES MAY PLEASE NOTE THAT NO GIFTS / GIFT COUPONS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.

Additional Information on Directors recommended for appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Director	Mr. Bhavik R. Bhimjyani
DIN	00160121
Designation	Chairman and Managing Director
Date of Birth	21/06/1978
Qualification & Expertise	He is graduate and MBA from Wharton School of Management, University of Pennsylvania. On returning to India sometime in 2003, Mr. Bhavik has been taking active interest in the Business.
Relationship with Other Directors of the Company	N.A.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the Board	N.A.

Annexure 'I' to the Notice

Explanatory Statement Pursuant To Section 102 (1) Of The Companies Act, 2013, in respect of Ordinary and Special Business.

The following statements sets out all material facts relating to the Ordinary Business mentioned in the Notice:

Item No. 3 :

The members of the Company at the 37th Annual General Meeting held on 29th September 2017, had approved the appointment of M/s. Pathak H.D & Associates LLP, Chartered Accountants, as the statutory auditors of the Company for a term of 5 years i.e. from the conclusion of the 37th Annual General Meeting until the conclusion of the 42nd Annual General Meeting to be held in the year 2022. Accordingly, the said term of the Statutory Auditors shall expire with conclusion of the ensuing Annual General Meeting.

As per terms of section 139(2) of the Companies Act, 2013 an audit firm cannot be appointed as auditor for more than 2 terms of 5 consecutive years. As M/s. Pathak H.D & Associates LLP will be completing the 1st term of 5 consecutive years with the conclusion of ensuing Annual General Meeting, and they being eligible and have consented for their appointment for 2nd term of 5 consecutive years, the Audit Committee and Board of Directors of your Company have recommended the reappointment of M/s. Pathak H.D & Associates LLP for 2nd term of 5 consecutive year i.e. from the conclusion of the ensuing 42nd Annual General Meeting until the conclusion of the 47th Annual General Meeting to be held in 2027.

The Board of Directors has approved a remuneration for conducting the audit for the upcoming financial year, excluding applicable taxes and reimbursement of out-of-pocket expenses on actuals. Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Your Directors recommends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Promoters, Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution as set out at item No.3.

Item No. 4:

As per provisions of Section 188 of the Companies Act, 2013 ("Act"), Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, "Listing Regulations" read with the Company's Policy on Related Party Transactions, effective 1st April, 2022, requires that all material related party transactions, that is to say, transactions by a listed entity with a related party if entered individually or taken together with previous transactions during a financial year, exceed Rs. 1,000 crores or 10 percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower, shall require approval of the members by an ordinary resolution.

Mr. Bhavik R. Bhimjyani is a related party, with reference to the Company within the meaning of clause (76) of section 2 of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Considering the current situation for meeting the day to day expenses in the upcoming financial years, your company will need financial support from Mr. Bhavik R. Bhimjyani. The Company has taken during the year Rs. 36,97,414/- (Rupees Thirty Six Lakh Ninty Seven Thousand Four Hundred and fourteen only) and repaid the same.

The particulars of the transaction proposed to be entered between your company and Mr. Bhavik R. Bhimjyani are as follows:

Name of the Related Party	Nature of Transactions	Estimated Value	Period
Mr. Bhavik R. Bhimjyani	Obtaining of working capital loans, secured or unsecured, short term or long term, payment of interest on such loans acquired, repayment of the loans, roll over of the loan, extension of time for repayment of the loan	10 Crores	As and when required

As per the estimates, the above transactions would qualify as material related party transactions as they are likely to exceed 10% of the annual turnover of the Company for the financial year 2022-23.

Other information:

- 1) Name of the Related Party and relationship: As stated above
- 2) Name of the Directors / Key Managerial Personnel who is related, if any- Currently Mr. Bhavik R. Bhimjyani- Chairman and Managing Director, or his relatives.
- 3) Duration- as stated in the resolution
- 4) Monetary Value: Estimated Annual Values as mentioned in the resolution
- 5) Nature, material terms and particulars of the arrangement: As stated above
- 6) Any other information relevant or important for the Members to make a decision on the proposed transaction: None

Member's approval is sought for the aforesaid Material Related Party transactions entered/ to be entered in the upcoming financial years.

Except for Mr. Bhavik R. Bhimjyani or his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of this notice.

The above contracts/ arrangements/ transactions were approved by the Audit Committee and Board at its meeting held on 30th June, 2021 and recommended by the Board of Directors to the unrelated shareholders of the Company for their approval.

All entities/ persons that are directly/ indirectly related parties of the Company shall abstain from voting on resolution(s) wherein approval of material related party transactions is sought from the shareholders.

Accordingly, all related parties of the Company will not vote to approve in this resolution.

None of the other Directors or any Key Managerial Personnel of the Company other than those identified is interested in the resolution.

Item No. 5,6,7:

Your directors keep considering various proposals as an ongoing endeavor to diversify into certain new and profitable business ventures, as a result the Company is considering the proposal to change the name and main objects of the business and objects incidental or ancillary to the attainment of main objects. The Board of Directors of the Company proposed that in order to ensure that the name of the Company adequately reflects the business being carried on by the Company; it is proposed to appropriately change the name of the Company from “ **R T Exports Limited** “ to “**Neelkanth Housing Limited**” Management of the company is looking time to time for various expansion and diversification of business, so your directors are proposing for the change the name of the Company pursuant to section 13 and other applicable provisions thereof. The Memorandum of Association of the Company be and is hereby altered by substituting the Clause I and Articles of Association of the Company be and hereby altered by substituting the Name clause. The Company had applied to Registrar of Companies for Name of Resevevation and waiting for the approval of “ROC”

In consideration of the above, your directors recommend you to pass the special resolution provided above in Item No.5,6,7.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

The Members are hereby informed that the current main Object Clause of the Memorandum of Association of the Company (MOA) is to carry on the business to grow, produce, buy, process, or otherwise acquire or import and sell, use merchandise, repack, export or otherwise dispose of or deal in and/or trade in Rice etc. but in order to diversify or expansion of the business to enable the Company to capitalize on such opportunities which may arise from time to time, the Board of Directors of your Company are of the view that the in the fast changing business and economic environment, it is imperative for every company to keep examining various opportunities and different businesses to ensure growth momentum and overall enhancement of shareholder value.

Your directors are of the view that it will be beneficial for the Company and the shareholders to venture into its this new Business. To enable the Company to take this new line of business by the Board of Directors, alteration in the Objects Clause and objects incidental or ancillary to the attainment of main objects of the Memorandum of Association of the Company is necessary. Accordingly it is proposed to altered the existing Object Clause of the Company by substituting new Clause. The existing Clause III A, B be and are hereby altered and replaced with a new Object.

The alteration in the Objects Clause and objects incidental or ancillary to the attainment of main objects of the memorandum of association as set out in the resolution is to facilitate diversification. This will enable the Company to carry on its business economically and efficiently. This will also

enlarge the area of operations of the Company. Pursuant to section 13 of the Act, the above said proposal requires consent of the members by way of special resolution.

It is also hereby confirmed that the Company is in compliance with the conditions prescribed in Regulation 45 of the SEBI Listing Regulations and M/s. Chaturvedi & Patel, Chartered Accountants, (Firm Registration Number 121351W) vide certificate dated 13th August, 2022 has confirmed the compliance with conditions stipulated under sub-regulation (1) of Regulation 45 of the SEBI Listing Regulations, which is enclosed herewith. The Certificate is also available on the Company's website of the company.

None of the Directors, any other Key Managerial Person(s) of the Company and their relatives are, in any way, concerned or interested in the said resolution.

Annexure- Certificate pursuant to Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

TO WHOMSOEVER IT MAY CONCERN

1. This certificate is issued at the request of R T Exports Limited (CIN: L51900MH1980PLC022582) ("the Company").
2. The Company is required to submit Chartered Accountant's certificate certifying the compliance with the conditions prescribed in sub-regulation (1) of Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for change of name of the Company from " R T Exports Limited " to " Neelkanth Housing Limited ".

Management's Responsibility:

3. The management of the Company is responsible for ensuring the compliances with the applicable notifications, circulars and other rules and regulations of the applicable statutory and regulatory laws and rules framed there under and other relevant regulatory compliances.

Our Responsibility:

4. Pursuant to this requirement, our responsibility is to provide reasonable assurance in the form of an opinion based on our review of the relevant records produced by the company for certifying the change of name of the company.
5. We conducted our examination in accordance with the 'Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)' issued by the Institute of Chartered Accountants of India ("the Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Based on our examination and according to the information and explanations provided to us, pursuant to Regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby certify that:

1 The time period of one year has elapsed from the last name change that was occurred in the year - The Company has not changed its name since 1992 incorporation other than conversion from Pvt. Ltd. to Ltd.

2 At least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name –
Not Applicable (As there is no change of activities of the Company); OR

3 The amount invested in the new activity/project is at least fifty percent of the assets of the listed entity –
The company is proposing to change its main business activity to real estate and construction activities etc. The Company has invested more than fifty percent of its assets value in the proposed activity.

This certificate is issued at the request of the Company pursuant to the requirement of Regulation 45 (3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

For CHATURVEDI & PATEL

Chartered Accountants
Firm Registration No. 121351W
UDIN:22150261APCMYM2089

Sd/-
Bhavesh Rakholiya
Partner

Plac: Navi Mumbai.
Date: 13th August, 2022

**By Order of the Board of Directors
For R T Exports Limited**

**Sd/-
Bhavik R. Bhimjyani
Chairman & Managing Director
DIN: 00160121**

Date: 13th August, 2022
Place: Mumbai

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint Shareholders desiring to attend the Meeting may obtain additional Attendance Slips on request. Such request should reach the Company or its Registrar & Transfer Agents, Link Intime (India) Private Ltd. at C 101, 247 Park L.B.S. Marg, Vikhroli (West), Mumbai – 400083 on or before 10th September, 2022.

Registered Folio / DP ID & Client ID	
Name and address of the Shareholder Joint Holder No. 1 Joint Holder No. 2	

I hereby record my presence at the 42nd Annual General Meeting of the Company being held at Basement (No.2), Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai – 400 021 on Saturday, 10th September, 2022 at 9.30 a.m.

Name(s) of the Shareholder(s)/Proxy (IN BLOCK LETTERS)

Signature(s) of Shareholder(s) or Proxy

Note: You are requested to bring your copy of the Annual Report to the Meeting

_____ cut _____ cut _____

(To be retained throughout the Meeting)

E-VOTING SLIP

R T EXPORTS LIMITED

CIN: L51900MH1980PLC022582

Registered Office: 508, Dalamal House, J.B Road, Nariman Point, Mumbai-21

Website: www.rtexports.com, Email: headoffice@rtexports.com, Tel No.: 022 40813000,

FaxNo.02266307000

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	User ID	Password

Note: Please read the instructions given in the Notes to the Notice of Forty Second Annual General Meeting dated 10th September, 2022 before voting electronically. The E-Voting period starts on 6th September, 2022, at 9:00 A.M. and ends on 9th September, 2022 at 5:00 P.M. The e-voting module shall be disabled by NSDL for voting thereafter.

**Form No. MGT-11
PROXY FORM**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

Name of the member(s) :

Registered address:

E-mail Id:

Folio No./Client Id:

DP ID:

I/We, being the member(s) of _____ shares of the above named company, hereby appoint:

1. Name: _____ E-mail Id: _____
Address: _____

Signature _____ or failing which
2. Name: _____ E-mail Id: _____
Address: _____

Signature _____ or failing which
3. Name: _____ E-mail Id: _____
Address: _____

Signature _____ or failing which

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42nd Annual General Meeting of the Company, to be held on the 10th September, 2022 at 9.30 a.m. at Basement (No.2), Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai – 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Vote		
		For*	Against*	Abstain*
Ordinary Business				
1.	To consider and adopt the Audited Financial Statement of the Company for the Financial Year Ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon.			
2.	To appoint a Director in place of Mr. Bhavik Bhimjyani (DIN: 00160121), who retires by rotation and being eligible, has offered himself for reappointment.			

3.	To Re-appoint M/s Pathak H.D & Associates LLP, Chartered Accountants, (Firm Registration No.107783W) to the office of Statutory Auditors of the Company, for a second term of five consecutive years			
Special Business				
4.	To consider and approve Material Related Party Transaction(s) with Related Party.			
5.	Change of Name of the Company And Consequent Amendment in Memorandum and Articles of Association			
6.	Alteration to Main Object Clause in the Memorandum of Association of the Company			
7.	Alteration of Clause III (B) the Objects Incidental or Ancillary to the Attainment of Main Objects.			

Signed this _____ day of _____ 2022.

Affix
Revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other Member.
3. A Proxy need not be a member of the Company.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he / she so wishes.
5. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
6. The holders of the Proxy shall be entitled to vote either for or against the above mentioned resolutions
7. *It is optional to put (√) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' or 'Abstain' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

**FORM NO. MGT-12
BALLOT PAPER**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Class of Meeting	Equity Shareholders	
Date of Meeting	10 th September, 2022	
Time of Meeting	9.30 a.m.	
Venue of Meeting	Basement (No.2), Dalamal House, Jamnalal Bajaj Road, Nariman Point, Mumbai – 400021	
1.	Name of Equity Shareholder	
2.	Postal address	
3.	Client ID/DP ID/ Folio No.	
4.	No. of Shares held	
5.	Value of Shareholder	
6.	In Person/ Proxy / Authorised Representative (Name of Proxy/ Authorised Representative)	

I/We hereby record my/our presence and exercise my/our vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Resolu- tion No.	Description	Vote		
		For	Against	Abstain
Ordinary Business				
1.	To consider and adopt the Audited Financial Statement of the Company for the Financial Year Ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon.			
2.	To appoint a Director in place of Mr. Bhavik Bhimjyani (DIN: 00160121), who retires by rotation and being eligible, has offered himself for reappointment.			
3.	To Re-appoint M/s Pathak H.D & Associates LLP, Chartered Accountants, (Firm Registration No.107783W) to the office of Statutory Auditors of the Company, for a second term of five consecutive years			
Special Business				
4.	To consider and approve Material Related Party Transaction(s) with Related Party.			

5.	Change of Name of The Company and Consequent Amendment in Memorandum and Articles of Association of the Company.			
6.	Alteration to Main Object Clause in the Memorandum of Association of the Company			
7.	Alteration of Clause III (B) the Objects Incidental or Ancillary to the Attainment of Main Objects.			

Note: If voting "FOR" the resolutions please (√) in box "FOR" and if Voting "AGAINST" please (√) in box "AGAINST"

Place: _____

Date: _____

Signature of the Equity Shareholder / Proxy / Authorised Representative

