

# **REETECH INTERNATIONAL CARGO AND COURIER LIMITED**

(Formerly Known As, “Reetech International Cargo And Courier Pvt Ltd.”)

Regd. Office: Sai Kunj, Near Kalimata Mandir Road, Civil Lines, Raipur (C.G.) Pin-492001

CIN: L51100CT2008PLC020983, GSTIN: 22AAF8M8652E2ZK, PAN: AAF8M8652E

Email: [info@reetechinternational.com](mailto:info@reetechinternational.com), [reetechinternational@gmail.com](mailto:reetechinternational@gmail.com),

Phone No: 0771-4003800, [www.reetechinternational.com](http://www.reetechinternational.com)

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**March 04, 2025**

To,  
The Listing Compliance  
Corporate Relation Deptt.  
**Bombay Stock Exchange Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001.

**Scrip Code: 543617/ REETECH**

**Sub: Notice of the Extra Ordinary General Meeting of the Company scheduled to be held on Friday, March 28, 2025.**

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of the Extra ordinary General Meeting (EGM) of the Members of Reetech International Cargo and Courier Limited, scheduled to be held on Friday, March 28, 2025, at 01:30 P.M.

Pursuant to Ministry of Corporate Affairs and Securities Exchange Board of India circulars, notice of The EGM has been sent through electronic mode to all the members of the company today, whose names appeared in the Register of Members of the company as on Friday, February 28, 2025, and whose email addresses are registered with the company / Registrar and Share Transfer Agent / Depository Participant. The Company has engaged the services of Big Shares Services Private Limited for the purpose of providing remote e-voting facility to its members. Remote e-voting period shall commence on, Tuesday, March 25, 2025, at 9:00 A.M. (IST) and will end at 5:00 P.M. (IST) on Thursday, March 27, 2025.

The notice is also made available on the website of the Company at [www.reetechinternational.com](http://www.reetechinternational.com)

You are requested to kindly take the same on record.

Thanking You

Yours faithfully

For, **Reetech International Cargo and Courier Limited**

**Mahendra Ahuja**  
**Managing Director**  
**DIN-00247075**

**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

Notice is hereby given that **Extra Ordinary General Meeting** of the members of the **Reetech International Cargo and Courier Limited** shall be held on **Friday, 28<sup>th</sup> March, 2025 at, 1:30 P.M. at Registered Office of the Company , Raipur-492015, Chhattisgarh, India** to transact the following businesses:

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**Special Business**

**Item No. 1 – Approval for Change the Name of the Company and consequential alterations in Memorandum of Association and Articles of Association of the Company.**

To Consider and, if thought fit, to pass the with or without modification the resolution as a **Special Resolution**.

**“RESOLVED THAT** pursuant to the provisions of Section 13 & 14 and other applicable provisions, if any, of the Companies act 2013, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies or any other authority as may be necessary, the consent of the members be and is hereby given to change the name of the Company from Reetech International Cargo and Courier Limited to Reetech International Limited.

**“The name of the company is Reetech International Limited”.**

**“RESOLVED FURTHER THAT** the name Reetech International Cargo and Courier Limited wherever appearing in the Memorandum and Articles of Association, and other documents and papers of the company be substituted by the new name Reetech International Limited upon approval of the same

**“RESOLVED FURTHER THAT** Mr. Mahendra Ahuja (DIN 00247075) Managing Director and Mrs Roma Ahuja ( DIN 00247153) Director of the company be and are hereby authorized to file necessary form for making application for change of name & to do all such acts, deeds, things and matters as may be required or necessary in this matter on behalf of the Company.

**BY THE ORDER OF THE BOARD OF DIRECTORS**  
**For, Reetech International Cargo and Courier Limited**

**Place: Raipur (C.G.)**  
**Date: 26.02.2025**

Sd/-  
**Mahendra Ahuja**  
**(Managing Director)**  
**DIN: 00247075**

**NOTES:**

- a. Explanatory statement pursuant to section 102 of the companies Act, 2013 ("the Act") forms parts of the Notice
- b. **A MEMBER ENTITLED TO ATTEND AND VOTE AT AN EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIM SELF / HERSELF. SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as 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. 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 person or shareholders.
- c. A Proxy Form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
- d. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EOGM of the company has been uploaded on the website of the Company at **www.reetechinternational.com**. The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com)
- e. Corporate members intending to send their authorized representatives to attend an Extra Ordinary General Meeting are advised to send duly certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- f. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Transfer Books of the Company will remain closed from Friday, March 21, 2025 to Friday, March 28, 2025 (both days inclusive)
- g. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than 3 days of notice in writing is given to the Company.
- h. The notice is being sent to all members, whose names appear on the Register of Members / List of Beneficial Owners as on 28 February, 2025.
- i. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Extra Ordinary General Meeting.
- j. Members may kindly take note for "Green Initiative in the Corporate Governance" in view of Circular No. 17 / 2011 dated 21.04.2011 and 18 / 2011 dated 29.04.2011 issued by Ministry of Corporate Affairs. It is earnestly requested in view of the Circular and other statutory provisions, that the Members who have yet not registered / updated their e-mail ids may notify the same to the Company either at the registered office or at email address [info@reetechinternational.com](mailto:info@reetechinternational.com) quoting full details of Folio No. / DP, Client ID and name of first / sole holder.
- k. In case shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his / her absence, by the next named member.
- l. Copy of relevant documents referred to in this notice is open for inspection at the registered office of the Company on all working days, except holidays between 11.30 A.M to 2.00 P.M up to the date of Extra Ordinary General Meeting.
- m. Any member desirous of getting any information on the accounts of the Company is required to forward his / her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting. Members are requested to intimate change in their address if any immediately to Big share Services Private Limited., the Company's Registrar and Share Transfer Agents, at their office.

- n. The entry to the Extra Ordinary General Meeting venue will be regulated by attendance slips. For attending the meeting, members, proxies and authorized representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including Client ID, DP ID, and signed.
- o. Members voting right shall be in proportion to his/her paid up share capital of the company. In case of joint holders attending the meeting together, only whose name appearing first, will be entitled to vote.
- p. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. 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.
- q. For members who have not registered their email address, physical copies of the Notice of the Extra Ordinary General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of Extra Ordinary General Meeting for 2024-25 will be available on Company's website [www.reetechinternational.com](http://www.reetechinternational.com) for their download.
- r. The route map to the venue of meeting is included at the end part of the notice for ease in finding the venue.
- s. Mr. Nitin Agrawal & Co., Practicing Company Secretary, (CP No. 11931) has been appointed as the Scrutinizer for conducting voting process of remote e-voting and e-voting during EGM in fair and transparent manner. The Scrutinizer shall submit his/her Report, to the Chairman or any other person authorized by him, on the voting in favour or against, if any, within two working days from the conclusions of the meeting.
- t. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.reetechinternational.com](http://www.reetechinternational.com). The same will be communicated to the stock exchanges where the Company shares are listed viz. SME Platform of BSE Limited.
- u. Process and manner for Members opting for voting through Electronic means: In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of Big Share Services Private Limited ("remote e-voting").

### **E-Voting Facility**

#### **THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- The voting period begins on Tuesday 25 March 2025 at 09:00 A.M and ends on Thursday 27 March 2025 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 20 March ,2025, may cast their vote electronically. The e-voting module shall be disabled by big share for voting thereafter.**
- i. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue. A person whose name is recorded in the register of members or in the beneficial owners maintained by depositories as on the cut-off date i.e. March 20, 2025 shall be entitled to avail the facility of remote e-voting. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of shares held in dematerialize form) as on the cut-off date i.e. March 20, 2025.
  - ii. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their rights at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
  - 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 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"> <li>1) Users who have opted for CDSL Easy / 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 are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> 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. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol>

Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDEAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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.

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.

Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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**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 “**INFAVOUR**”, “**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).



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CIN: L51100CT2008PLC020983

- 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 <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.

**BY ORDER OF THE BOARD  
FOR, REETECH INTERNATIONAL CARGO AND COURIER LIMITED**

**Registered Office:**  
“Sai Kunj”, Civil Lines,  
Near Kali mata Mandir,  
Raipur (C.G.)-492015.

**Date: 26/02/2025  
Place: Raipur (C.G.)**

Sd/-  
**(Mahendra Ahuja)**  
**Managing Director**  
**DIN: 00247075**



CIN: L51100CT2008PLC020983

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**ANNEXURE TO THE NOTICE  
EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS  
Pursuant to sec102 of the Companies Act, 2013 (“the Act”)**

**Item No. 1**

**To Change name of the company and consequential amendment in memorandum of Association and Article of Association of the Company:**

The Members are requested to note that the Board of Directors of the Company on February 07th, 2025, approved change of name of the Company from ' Reetech International Cargo and Courier Limited ' to 'Reetech International Limited'and consequential alteration in Articles of Association and Memorandum of Association of the Company, subject to approval from Registrar of Companies and Members of the Company.

The proposed name 'Reetech International Limited' has been duly approved and made available by the Central Registration Center, Registrar of Companies, vide its approval letter dated February 22, 2025 and the same shall be valid for a period of 60 days from February 22, 2025

As per the provisions of Section 13 and Section 14 of the Companies Act, 2013, approval of the Members vide Special Resolution is required to be accorded for changing the name of the Company & consequent alteration in Memorandum of Association and Articles of Association of the Company

A copy of the proposed amended Articles of Association and Memorandum of Association of the Company is available for physical inspection by Members of the Company at Registered office during normal business hours on all working days from the date of dispatch of the Notice, up to the date of the Extra Ordinary General Meeting as stated in the Notice.

None of the Directors or any Key Managerial Personnel or any relatives are interested in this resolution except in the capacity of being shareholders of the Company.



CIN: L51100CT2008PLC020983

**FORM- 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]

**Corporate Identification Number : L51100CT2008PLC020983**

**Name of the Company : Reetech International Cargo and Courier Limited**

**Registered Office : Sai Kunj , Near Kali Mata Mandir Road , Civil Lines, Raipur (C.G) 492001.**

Name of the Member(S) :	
Registered Address :	
Mail ID :	
Folio No. :	

I/we, being a member(s) of **REETECH INTERNATIONAL CARGO AND COURIER LIMITED** holding .....Shares, hereby appoint

1. Name: Address: Mail Id: Signature: ....., or failing him	2. Name: Address: Mail Id: Signature: ....., or failing him	3. Name: Address: Mail Id: Signature: .....
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as my proxy to vote and attend on poll for me on my behalf at the **Extra Ordinary General Meeting** of the Company , to be held on Sai Kunj , Near Kali Mata Mandir Road , Civil Lines, Raipur (C.G) 492001., **Raipur, Chhattisgarh-492015, India on Friday 28<sup>th</sup> March 2025** and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above proxy to vote in the manner as indicated in the box below:

SNo	RESOLUTIONS	FOR	AGAINST
1	To Change the Name of the Company and consequential alterations in Memorandum of Association and Articles of Association of the Company		

Signed ..... Day of ..... 2025

**SIGNATURE OF THE SHAREHOLDER .....**

.....

**Signature of the 1<sup>st</sup> Proxy Holder    Signature of the 2<sup>nd</sup> Proxy Holder    Signature of the 3<sup>rd</sup> Proxy Holder(S)**

**Notes**

: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. Any alteration or correction made to this Proxy form must be initialed by the signatory / signatories.

**EXTRA ORDINARY GENERAL MEETING**

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CIN: L51100CT2008PLC020983

**ATTENDENCE SLIP**

(Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.)

DP ID		Client ID	
Regd. Folio No.		No. of Shares	

Applicable for shares held in electronic form

Name(s) and address of the shareholder / Proxy in full: \_\_\_\_\_

I / we hereby record my / our presence at the Extra Ordinary General Meeting of Reetech International Cargo and Courier Limited at Sai Kunj , Near Kali Mata Mandir Road , Civil Lines, Raipur (C.G) 492001. on 28<sup>th</sup> March 2025 at 01:30 P.M

Please (√) in the box  
MEMBERPROXY

\_\_\_\_\_  
Signature of Shareholder / Proxy

Note:

- 1) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 2) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

TM



CIN: L51100CT2008PLC020983

## FORM No. MGT-12

## Polling Paper

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

**Name of the Company:** REETECH INTERNATIONAL CARGO AND COURIER LIMITED  
**CIN:** L51100CT2008PLC020983  
**Registered office:** " Sai Kunj , Near Kali Mata Mandir Road , Civil Lines, Raipur (C.G) 492001.

## Ballot Paper

Sr.No.	Particulars	Details
1.	Name and Registered Address of the Sole / First named Shareholder	
2.	Name(s) of the Joint Holder(s), (if any)	
3.	Registered Folio Number / DP ID No.* *(Applicable to Investors holding shares in dematerialized Form)	
4.	Number of Share(s) held	

I / We hereby exercise my / our votes in respect of Special Resolutions numbered at below by recording my assent or dissent to the said resolutions in the following manner:

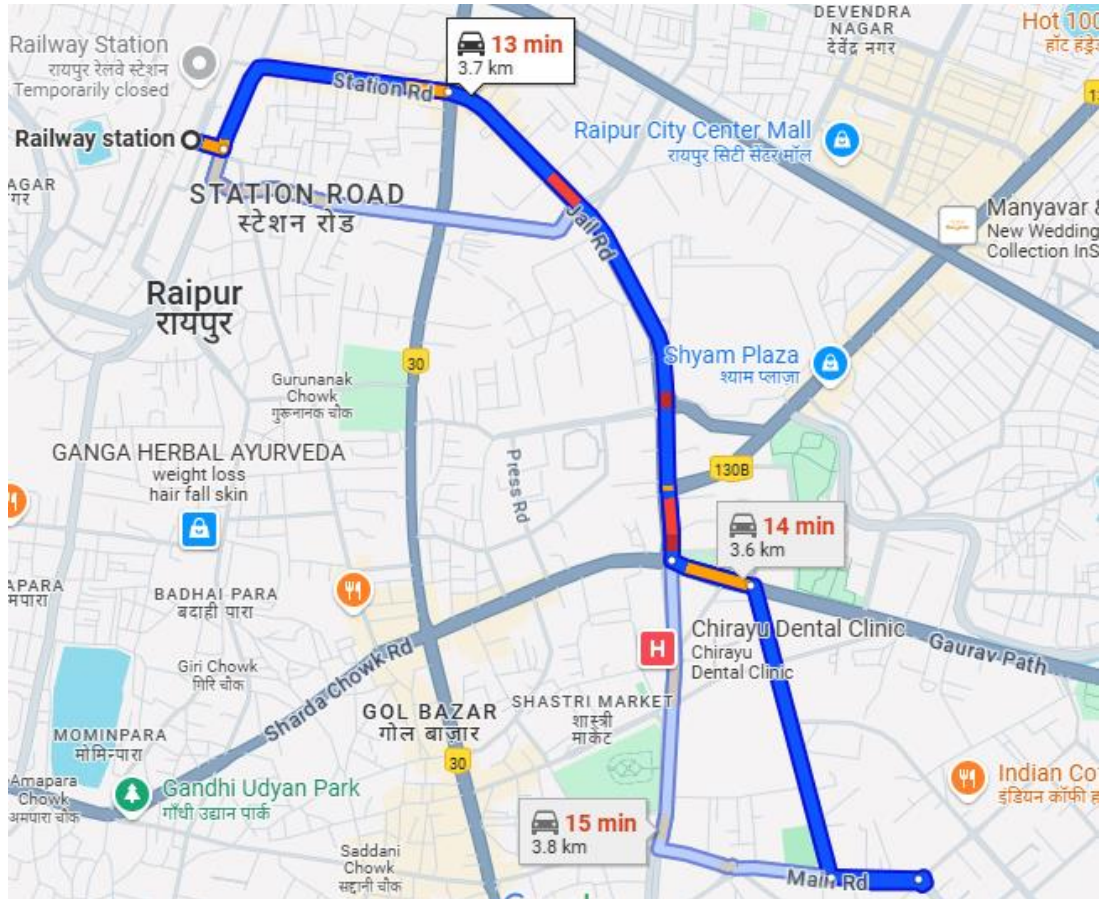
Sr. No	Description	Type of Resolution	No. of Shares	(FOR) I / We assent to the Resolution	(AGAINST) I / We dissent to the Resolution
1.	To Change the Name of the Company and consequential alterations in Memorandum of Association and Articles of Association of the Company.	Special			

Place: Raipur (C.G)

Date:

(Signature of shareholder)

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**ROUTE MAP OF THE VENUE OF EXTRA ORDINARY GENERAL MEETING**
**Name of the Company: Reetech International Cargo and Courier Limited**
**Venue of Meeting: Sai Kunj , Near Kali Mata Mandir Road , Civil Lines, Raipur (C.G) 492001.**






To  
The Chief General Manager,  
Listing Operation  
BSE Limited, 20<sup>th</sup> Floor, P.J. Towers  
Dalal Street, Mumbai-400001

Script Code: 543617

Dear Sir/Madam

Sub: Application for "In-principle approval" for change of name of the Company from Reetech International Cargo and Courier Limited to Reetech International Limited under Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

We Jay Gupta & Associates Chartered Accountant have examined the relevant records of the company in relation to issue of certificate for compliance with the conditions mentioned under sub regulation (1) Regulation 45 of the SEBI (Listing obligations and disclosure requirements) Regulation 2015 for change of company's name from Reetech International Cargo and Courier Limited to Reetech International Limited.

Based on our examination and records, pursuant to the requirements of Regulation 45 of SEBI (Listing obligations and disclosure requirements) Regulation 2015, we do here by confirm that

- a) The company has not changed its name since last one year.
- b) At least fifty percent of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name: **Not applicable since there is no change in the activity / project of the company in the preceding one year.**
- c) The amount invested in the new activity/project is atleast fifty percent of the assets of the listed entity: **Not Applicable since there is no change in the activity / project of the company.**

For Jay Gupta & Associates  
Chartered Accountants  
FRN: 329001E

Jay Shanker Gupta  
Partner

Membership No.: 059535  
UDIN: 25059535BMHBSE2189  
Date: February 24, 2025  
Place: Kolkata





THE COMPANIES ACT 2013  
(COMPANIES LIMITED BY SHARE)  
DRAFT MEMORANDUM OF ASSOCIATION  
OF  
REETECH INTERNATIONAL LIMITED  
(Formerly Known as REETECH INTERNATIONAL CARGO AND COURIER  
LIMITED)

I. The name of the company is **REETECH INTERNATIONAL LIMITED**

II. The registered office of the Company will be situated in the state of **CHHATTISGARH**

III. The Object for which the company is established are:

**(A) THE MAIN OBJECT OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

1. To purchase lease, sub-lease, hire, contract, or by any other mean, develop or maintain any freehold or leasehold property, land, estate and farm, orchard or any right on property, establish, own or acquire factories or manufacturing arrangement, for any of the objects; to carry on business as developers, processor, traders, exporter, importer, spinner, miller, job-worker, agent, otherwise deal in farming of all kind including, but not limited to, grains, vegetable, seeds, flax, cotton, dal, cereals, flours, bread, biscuit, cattle food, artificial manures, fertilizers, linseed cotton ,jute, flowers, straw, fodder, and related products, and to apply for tender, purchase or otherwise acquire any contracts of the aforesaid goods.

2. To carry on the business as processor, tenders, exporters, importers, agents, and otherwise deal in Rice milling, Rice sorting, Rice Polishing, Paddy Processing, agricultural products processing, parboiling, Oat, milling, Oil processing, Oil Mill, Refining, Solvent Extraction, Food processing, Vegetable Processing, Fruit Processing & Packaging, Growing, Cultivating, Agricultural Produces, food products, forest product, like Mahuwa, Guar, Gum etc, to carry on

the business of Rice millers in all its branches and to set up mills for milling paddy, wheat gram, others grains, and cereals, Dali, Basin, Maida, Alia, Suji, and other allied products and to manufacture any by product and manufacture food products; such biscuits, flakes, dalia, and confectionery, from rice flours of all kind, and description and to set up factories or milk for the manufacture thereof.

3. To do the business of trading, export and import of coal, iron ore, billet, and other natural resources, and to deal in all product made of iron and steel coaking coal, manganese, limestone, refectories, and other allied industries, and to carry on the business of transporter, clearing and forwarding agent, courier, and cargo handlers, handling and haulage contractor, warehousemen, common carriers, by land, rail, water, and air, container agent to handle goods and passengers within the country and outside.

**(B) OBJECTS INCIDENTAL OR ANCILLARY FOR THE ATTAINMENT OF MAIN OBJECTS OF THE COMPANY:-**

1. To lend or advance money to such parties and on such terms as may seem expedient and in particular to customers and persons having dealing with the company and to give any guarantee or indemnity that may seem expedient and to discount bills and to receive money on deposit at interest or otherwise or valuables, provided that the company shall not carry on the Banking business as defined in Banking Regulation Act, 1949.
2. To acquire by purchase, lease, sub-lease, exchange, hire or otherwise buildings, here ditaments licenses; easements, concessions and other rights of any tenure therein, of description situated within or outside India and any estate or interest therein and any right over or connected with the land etc. so situated and to turn the same to account as may seem expedient and in particular by constructing buildings or reconstructing, altering, improving, decorating, furnishing and maintaining offices, flats, houses, shops, factories, warehouses, buildings, godowns, wells, reservoirs, mines, refineries and conveniences of all kinds and by consolidating or connecting or sub-dividing properties and by leasing, subleasing, giving on lease and license and disposing of same in any manner whatsoever,
3. To appropriate arty part or parts of the property of the company, for the purpose of and to build or let shops, offices and other places of business and to use or lease any part

of the property of the company not required for the purpose aforesaid for any purpose for which it may be conveniently used for let.

4. To construct, design, improve or develop, gardens, green houses, places and grounds for recreation and amusement.
5. To apply for tender, purchase or otherwise acquire any contract, benefit or any concession for or in relation to the construction., execution carrying out or equipments improvements, management and administration of any assets or properties whether belonging to the company or not and to undertake, execute, carry out, dispose of or otherwise turn into account the same.
6. To apply for and to obtain assistance from Government and other organizations, companies, firms or individuals, national or international for developing all or any of the business or businesses of the company.
7. To enter into any arrangement with any Government or authorities, Municipal, local or otherwise or any person or company, in India or abroad that may seem conducive to the objects of the company or any of them to obtain from any such Government, authority persons or company, any rights, privileges, charters, contracts, licenses, and concessions.
8. To enter into partnership, or into any arrangement for sharing profits or losses, or for any union of interest, joint adventure, reciprocal, concession or cooperation with tiny person or persons or c4. trnpany or companies carrying on, or engaged in or about to carry on or engaged in. or being authorized to carry on or engage in, or in any transaction which the company is authorizes t l carry on or engage in, or in any business or transaction capable of being conducted so as directly or indirectly to benefit this company.
9. Subject to the provisions of the Monopolies Restriction and Trade Practices Act, 1969 and the Companies Act, 1956 or such corresponding provision in Companies Act, 2013 to amalgamate, enter into any partnership or partially amalgamate with or acquire an interest in the business of any other company, person or firm or enter into any arrangement for sharing profits or for cooperation or for limiting competition or for mutual assistance with any such person firm or company OF to

acquire and carry or any other business (whether manufacturing or otherwise) ancillary to the business of the company or connected therewith or which may seem to company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the company's property and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sale, mortgage and deal with any shares, debenture stock or securities so received.

10. To acquire whether by purchase or otherwise lands or buildings in any part of India, to accept leases, thereof, and or such lands to erect buildings for the purposes of the company and also to construct and erect bungalows, houses, chals and rooms etc, for the employees of the company and also to purchase and erect plant and machinery for the same.
11. To promote or join in the promotion of any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefits this company and to underwrite, subscribes for or otherwise acquire all or any part of the shares and securities therein.
12. To acquire and secure membership, seat or privilege either in the name of the company or its nominee or nominees in and of any association, exchange, market, club or other institution in India or any part of the world for furtherance of any business, trade or industry.
13. To acquire the whole or any part of the undertaking and assets of any business within the objects of the company and any lands, privileges rights, contracts property or effects held or used in connection therewith and upon such purchase to undertake the liabilities of any company, association. partnership or person.
14. To apply for purchase, or otherwise acquire, protect and renew in any part of the won any patents, patent-rights. brevetted invention, licenses, concessions and the like conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information us to any of the purpose of the company or the acquisition

of invention which may seem capable of being used for any purpose which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, invention or rights.

15. Generally to purchase, take on lease or in exchange hire or otherwise acquire any real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business or which may enhance the value of any other property of the company and in particular any land, buildings, casements, machinery, plant vehicles and stock-in-trade.
16. To build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, hotels, office, factories mills, shops, machinery, road, ways, tramways, railways, branches or sidings, bridges, reservoirs, water-courses, electric works, calculated directly or indirectly to advance the interest of the company and to join with any other person or company in doing of any these things.
17. To invest and deal with the monies of the company not immediately required in any manner and in particular to accumulate funds or to acquire or take by subscription, purchase or otherwise howsoever or to hold shares or stock or the security of any company, association or undertaking in India or abroad.
18. Subject to the provisions of Section 58-A of the Companies Act, 1956 or such corresponding provision in Companies Act, 2013 and the Rules made there under by director of RBI to receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit on interest or commission on turnover on otherwise and in particular by the issue of Debentures (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital and also by a similar mortgage charge of lien to secure and guarantee the performance by the company or any other persons or company of any obligation undertaken by the company or any other person or company as the case may be provided that the company shall not carry on the Banking business as defined in Banking Regulation Act, 1949.

19. To pay for any business property or rights acquired or agreed to be acquired by the company and to remunerate any person or company and generally to specify any obligations of the company by cash payment or by the issue, allotment or transfer of shares of this or any other company credited as fully or partly paid up or debentures or other securities of this or any other company.
20. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments, but not to do banking business as defined in the Banking Regulation Act, 1949.
21. To pay out of the funds of the company 201 expenses which the company may lawfully pay with respect to the formation and registration of the company or the issue of its capital including brokerage and commission and to remunerate any person, firm or company for services rendered for the formation or promotion of the company and to pay the expenses in connection with issue of circulars or notices and the printing, stamping, circulating or proxies and all forms to be filled up by the members of the company.
22. To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the company or any part thereof for such consideration as the company may think fit and in particular for shares, stock, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the company.
23. Subject to the provisions of the Act, to distribute among the members in specie any property of the company or any proceeds of the sale or disposal of any property of the company.
24. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any person who are or were at any time in the employment of service of the company or is allied to or associated with the company or with any such subsidiary company or who are or were at any time directors or officers of

the company or with any such other company as aforesaid and the wives, windows, families and dependents of any such person and also establish and subscribe to any institutions, including in particular any hospital, dispensary cafeteria! canteens or clubs, or funds calculated to be for the benefit of or to advance the interest and well being of the company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and to build or contribute' to build houses, flats, dwellings or chals for any such persons as aforesaid and do arty of the matters, aforesaid either alone or in conjunction with any such other company as aforesaid.

25. Subject to the provision of section 293-A of the Companies Act, 1956 or such corresponding provision in Companies Act, 2013 to make donations to such persons or institutions and in such cases and either of cash or any other assets as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this company and to subscribe contribute or otherwise assist or grant money or give donation in cash or kind to charitable, scientific, religious or benevolent, national public or any other useful party, individual, body or institutions, objects or purposes or for any exhibition, museum or for any public general other objects and to establish and support or aid in the establishment and support of associations, institutions; funds, trusts and convenience, dealings with the company or the dependents, relatives or connection of such persons and in particular friendly or other benefit societies and TO grant pensions, allowances, gratuity' and bonuses either by way of annual payments Or a lump sum and to make payments 'towards insurance and to form and contribute to provident and benefit funds of or for such persons.

26. To establish and maintain agencies, branch places and legal register and procure registration or recognition of the company and to carry on business in any part of the world and to make such steps as may be necessary to give the company such rights and privileges in any part of the world as are possessed by local companies or partnership or as may be thought desirable.

27. To adopt means of making known the business of the company through any medium of advertisement including press, cinema, radio, televisions, sky-writing as may seem expedient and in particular by advertisement in the press by circulars



by purchase and exhibition of works of art or interest by publication of books and periodicals and by granting prizes, rewards and donations and neon signs.

28. To establish provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshops, for scientific and technical researches, experiments and test of all kinds of promote studies and researches, inventions by providing subsidizing endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarship prizes, grants to students or otherwise 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 which the company is authorized to carry on.
29. To create any depreciation fund, reserve fund, sinking fund or any other special fund whether for depreciation or for preparing, improving, extending or maintaining any of the properties of the company or for any other purpose conducive to the interest of the company.
30. To place, to reserve or to distribute as bonus shares among the members or otherwise to apply as the company may from time to time think fit, any money received by way of premium on shares or debentures issued at a premium by the company, and any money received in respect of individuals accrued on forfeited shares.
31. To undertake and execute any trusts, the undertaking whereof seem desirable and whether gratuitously or otherwise.
32. Subject to the provisions of the Companies Act, 1956 or such corresponding provision in Companies Act, 2013 or any other enactment in force, to indemnify and keep indemnified officers, directors, agents and servants of the company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the company and for any loss; damage or misfortune whatever and which shall happen in execution of the duties of their office or in relation thereto

33. To apply for promote and obtain any Act of Parliament charter, privilege, concession, license or authorization of any Government. State or Municipality, provisional order or license of any authority for enabling the company to carry any of its objects into effect or for extending any of the powers of the company or for effecting and modification of the constitution of the company or for any other purpose which may seem calculated directly or indirectly to promote the interest of the company
34. To agree to refer to arbitration and to refer to arbitration disputes present or future between the company and any other company firm or individual and to submit the same to arbitration to an arbitrator in India or abroad and either in accordance with Indian or any other foreign system of law.

### **(C) OTHER OBJECTS**

1. To carry on the business of, Forgings, Castings, Stamping, Iron Founders, Steel Forging, Mechanical Engineers, Induction furnace, Metal Founders, Cast iron castings, Ferrous to non-Ferrous castings, precision castings, continuous castings, chilled and malleable castings, special alloys castings, steel casting gun metal, copper, brass and aluminium castings and to carry on the business of metallurgists, filters, converters, fabricators, welders, metal workers, electroplates and joiners.
2. To carry on the business of manufacturers of dealers in, exporters of varieties of steel, special steel, carbon steel, tool, alloy steel, mild steel and any other kind and grades of steel and to carry on and execute the work of steel engineers including manufacturing and dealing in steel billets, steel ingots, steel sheets, steel wires and in all kinds of steel products whether forged, rolled or drawn and consequently to manufacture, sell and deal in all or any of the by products which will be obtained in the process of manufacturing these steel products.
3. To carry on business or trade of importing, exchanging repairing, converting, altering, improving letting on hire and dealings in machinery, stores and chemicals of every description and all kinds of plant, machinery, accessories, apparatus, appliances, tools implements utensils, lubricants, substances, materials and things necessary and useful in ginning, pressing, spinning and weaving industries and all

other articles or things and to act as agents, selling agents and representatives in India or elsewhere for dealing in all or any of the above products, articles and things.

4. To carry on business of millers, cake and corn merchants, metal manufacturers, grain and seed merchants, flax and cotton merchants, flour merchants, bakers confectioners. bread and biscuit manufacturers, manufacturers of cattle food and feeding and fattening preparation of every description, makers and manufacturers of artificial manures and fertilizers of every description, seed crushers and fertilizers of every description, seed, crushers and manufacturers of linseed cotton and other cakes oil extractors by crushing chemical solvent or other process, hay, straw and fodder merchants, nurserymen, ship-owners, lighter-men, carriers by sea and land. dock owners, wharfing, ware-housemen manufacturing chemists and druggists, varnish makers. candle makers, and stearine and saccharine manufacturers.
5. To carry on the business of manufacturing of and dealers in chemicals, chemical compounds and chemical products of any nature and kind whatsoever and as wholesale and retail chemists and druggists, chemical engineers, analytical chemists. importers, exporters, manufacturers of and dealers on heavy chemical acids, alkalis, petrochemicals. chemical compounds and elements of all kinds (solid liquid and gaseous) medicinal plants, medicines, drugs, pharmaceutical antibiotics, etc tannins, tanning materials of all kinds, tannin extracts, essences, solvents, plastics of all types, soda, pulp, sulphite, pulp chemicals, paper, pulp papers, boards, plastics, dyes, dyestuffs, intermediates, textile auxiliaries, artificial silks, staple fibers and synthetic fibers of all kinds and types regenerated fibers of filaments. cell phone, colours. paints, varnishes, disinfectants, insecticides, fungicides deodorants as well as biochemical, pharmaceutical medicinal, sizing, bleaching, photographic and other preparation and articles of any nature and kind whatsoever.
6. To carry on business of constructing buildings, lands and selling buildings, lands on cash or otherwise or on ownership or cooperative basis or hire purchase basis or any other basis, system or arrangement.
7. To carry on business as timber merchants, saw mill proprietors and timber growers and to duty, sell, grow, prepare for market, wood of all kinds and to manufacture and deal in articles of all, manipulate, import, export, put to use and deal in timber and kinds including furniture in the manufacture of which timber or wood is used and to hew, clear,

plant and work timber estates, to manufacture, deal in all kinds of densified wood laminated and compressed or compaginated wood and similar other products and to carry out the purchase and sale either wholly or retail and the transport of hardwood, softwood and wood capable of being rendered flexible by all known elements or other kind of wood, natural or artificial and source whatsoever for all uses and all destinations to alter character and to prepare them for electrical, chemical, mechanical, hearing or sounding purposes including the textile and chemical industries.

8. To carry on business of manufacture, use, buy, import, export or otherwise acquire, sell distribute, deal in and dispose of chemicals and chemical products (both organic and inorganic) of every nature and description and compound, intermediate, derivatives and by products thereof and products to be made, there from (hereinafter for convenience referred to generally as chemical and chemical products) including specifically but without limiting the generality of foregoing calcium carbide. calcium cyan amide, lime without nitrogen, oxygen, nitrogenous compound, fertilizers, acids, alkalis, sizes oils, metallurgical reagents, flotation, reagents, wetting, detergents, insecticides and fumigants, plastics and resins of all types dvensticals, serums, vitamin products, hormones, and ligatures and other products for use in the prevention, treatment of cure of disease or disabilities in humans or animals, textile auxiliaries bleaching agents pigments, insecticides, tennis, essences, disinfectants, salts, colours, paints, glues, gums, mineral and other waters compositions, contents, oils, varnish, compounds, dyestuffs, Organic or mineral intermediates, soap and washing material perfumers, toiler articles and cosmetics and propriort ()Call kinds, laboratory. reagents, sizing, industrial and other preparations and generally products and articles of any nature and stone quarries, bauxite mines, petroleum natural gas and other natural deposits useful or suitable in the manufacture of chemical and other products as herein above defined and all substances, apparatus and things capable of being used in connection with any of the foregoing or required by customers dealing with company.
9. To carry on the business of manufacturers of and dealers in hirers, repairers, cleaners, stores and warehouses of motor cars, automobiles, motor lorries, motor cycle, motor cycle cars. scooters, cycles, bicycles producer gas plants and carriages. launches, beats, vans, velocipede, carriages aeroplane! and aerial convenience of all kinds, hydroplanes ad other conveyances of all descriptions whether propelled or assisted by means of petrol, sprit, steam, gas, electrical, animals or other power, and of engines,

chassis, bodies and other things used for, in or in connection with motors and other things or in the construction of any trucks or surface adopted for their use.

10. To undertake and execute any contract involving supply, application or use of any machinery, plant, chemicals, chemical products or processes and to carry out any ancillary and other works comprises in such contract and to do all other acts and things for the service upkeep, maintenance, and working of the above machinery, equipment, apparatus and other articles and things whether manufactured sold or supplied by the Company or not
11. To buy, sell, manufacture, repair, alter, exchange, let on hire export and import and deal in all kinds of stores, textiles, grains, pulses, seeds, provisions, chemicals medicines, goods, articles and things.
12. To carry on the business of customaries, robe, tailors, silk mercers and trimmings of every kind, corset, makers, furies, general, drapers, hosiers, lace makers and dealers, hurlers shoe and boot makers, dealers in fabrics, of all kinds and flowers artificial and natural as may be required in connection with the main objects of the Company.
13. To carry on the business of house furnishers and upholsters and dealers in and hires, repairers and of fans, furniture, carpets, linoleums and other floor coverings household utensils, china and glass fittings, curtains and other house furnishing and household requisite of all kinds, which may be required to carry out the main objects of the Company.
14. To hire, buy, sell, manufacture, repair, alter, exchange, export import, let on hire and deal in all kinds of vehicles, carriers of conveyances of land, water or air.
15. To carry on all or any of the business ship owners, ship brokers, insurance brokers, managers of shipping property, Freight contractors, careers by land and sea, barge owners, lighterman, forwarding agents, ice merchants, refrigerating, storekeepers, warehousemen, wharfingers and general traders.
16. To establish and maintain lines of steam and other ships between such port of the world as may seem expedient and generally to transport passengers mails, troops, ammunition of war, lie stock, meat, con and other produce and treasure and merchandise all kinds, and to acquire any postal for State subsidies.

17. To purchase, charter, hire, build, taken in exchange of otherwise acquire and hold steam and other ships of vessels and cart of every description with all equipments and furniture and to maintain, repair, improve, alter, sell, exchange or let out to hire or charter or otherwise deal with and dispose of any ships, vessels and craft aforesaid.
18. To carry on all or any of the business of transport, cartage and haulage contractors, garage proprietors, owners and charters of road vehicles, aircraft and ships, tugs barges and boats of every description lightermen and Carmen, carriers of goods and passengers by road rail, water or air, or otherwise Carmen, cartage contractors and agents forwarding transport and commission agents, customs agents, stevedores, wharfiggers, cargo superintendents, packers, hauliers, warehousemen, storekeepers, engineers, electricians and job masters.
19. To enter into contracts for the carriage of mails, passengers, minerals goods, merchandise chattels, by any means and either by its own vessels or by the vessels of others.
20. To carry on business as tourists agents and contractors, and to facilitate travelling and to provide for domestic and foreign tourists and travellers of promote the provisions or conveniences of all kinds in the way of through tickets, circular tickets, sleeping cars or berths, reserved places, safe deposits, enquiry bureaus, libraries, reading rooms baggage, transport of otherwise and to charter steamships and air places of fixed periods or for particular voyages and flights.
21. To act as agents or railways, shipping's, airlines and other carriers and to carry on the business of booking and reserving accommodations, seats, compartments and berths on railways, steamships, motor ships, and boats, aeroplanes, minibus, motor bus and carriages of all description and to issue tickets for the same and to hire taxis, motor car and all kinds of public vehicles and transport and to charter launches and boats and to book reserve and secure for the on behalf of the constituents of the company rooms and boarding and of lodging accommodations in hotels, restaurants and boarding houses and to handle cargoes, goods luggage or baggage.
22. To carry on all the business of Hotels, Restaurants. Cafes, road house auto-court. motel, holiday camps, taverns, beer house, refreshment rooms, night clubs. cabarets and swimming pools and Turkish Baths and loading or apartment house keeper

licensed victuals, wine beers, and spirit merchants, brewers, distillers, baker and confectioners, importer manufacture of acrated, minerals and artificial minerals and artificial water drink, purveyors, and caterers.

23. To carry on the business of the proprietors and manage of theatres, cinema television, halls, picture places and concert hall and to provide for production, representation and performance (whether by mechanical means or otherwise) of operas, stage plays, operettas, burlesques, vaudvilles, revues, pantomines, spectacular, pieces, promenade, and other concerts, and other musical dramatic, performance and entertainments.
24. To manufacture films, radio transistor, television sets, and other appliances and machine and their parts in connection with mechanical re-production or transmission of pictures, movement, music sans sounds and to organise, and conduct theatrical production and entertainments of all kinds.
25. To carry on the business of booksellers, publishers, stationers printers, lithographers, stereo typers, electrotypes, photographic printers, photo lithographers, chromo litho, engravers, block-makers, diesinkers, envelope-makers, bookbinders, designers, account book manufacturers, machine rulers, numerical printers, paper makers, paper bag and account-book makers, cardboard manufacturers, type foundry, photographers, manufacturers of and dealers in playing, visiting railway festive, complimentary and fancy cards and tickets and valentines, dealers in parchment, designers, manufacturers and dealers in stamps agents for the payment of stamp and other duties, advertising agents, designers, draftsman, ink manufacturers, book sellers, publishers, paper manufacturers, and dealers in materials used in the manufacture of ink and paper, photographic materials, engineers, cabinet makers and dealers in or manufacturers of and other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.
26. To underwrite acquire, take up and hold shares, stocks, debentures, debentures- stock, bonds, obligations and securities issued or guaranteed by any Company constituted or carrying on business in India or in any foreign country and debentures, debenture-stock bonds, obligations and securities issued or guaranteed by any Government, Sovereign Ruler Commissioner. Public body or authority supreme, municipal local or otherwise whether at home or abroad to acquire any such shares, stocks, debentures, debentures-stock bonds, obligations, or securities by original subscriptions, tender, purchase, exchange or otherwise



and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof

27. To carry on the business as general merchants, commission and selling agents and to buy, sell, and otherwise dispose of hold owns manufacture, produce, export and import and deal in either as principal or agent upon commission otherwise all kinds of articles goods merchandise, commodities and personal property whatsoever without limits as to the amount and to make and enter into all kinds of contacts, agreements and obligations by or with any persons, firm or firms, company or companies for the purchasing acquiring, manufacturing, repair in getting, exchanging and dealing in all the articles and personal property of any kind or nature whatsoever with full power to perform, carry out any and acts connected therewith or incidental thereto and all things proper and necessary for the purpose of the said business.
28. To act as agents, brokers or representative of companies, corporation, firms and individuals and to transact and carry on all kinds of agency business.
29. To carry on business or services as Consultants on engineering technical, industrial, trading, commercial accountancy, financial, management, economical or any other concern, organization, institution or establishment, to undertake and carry on scientific, industrial, commercial, economical, statistical and technical and such other surveys and investigation of all kinds whatsoever and draw up and prepare reports, plans, certificates, opinions and all other documents whatsoever for the purpose of providing the same to the industrial trading commercial or another concern, organizations, institution or establishment to devise work out, prepare and provide ways, means and to obtain purchase, sell and make available or provide technical assistance and know-how and information of all kinds to industrial or commercial ventures or enterprises and to undertake and execute all kinds of financial, commercial, trading and other operation to produce capital or arrange to procure land, buildings, machinery and equipment of all kinds, therefore and to enter into partnership with or into arrangements and agreements for sharing profits or for other remuneration or consideration with industrial trading, commercial, any other concern, organization institution or establishment.
30. To establishing, maintain, conduct, provide, procure, or make available services as consultant, advisers or otherwise of every kind including commercial, statistical,

financial accountancy, medical social or other services and to take such steps as may be necessary for the purpose and to undertake for consideration on behalf of any client the work of examining, inspecting and carrying out testes on any product and to issue certificates in respect of such products.

31. To manufacture films and other appliance and machines in connection with mechanical reproduction or transmission, of picture, movement music and sounds and to organize, conduct the article productions and entertainments of all kinds and to act as sound engineers.
32. To carry on the business of electricians, electrical engineers and manufactures of all kinds of electrical machinery and electrical, apparatus for any purpose whatsoever and to manufacture, sell, supply and deal in accumulators, lamps, meters, engines, dynamos, batteries, telephonic or telegraphic apparatus of any kind and manufacturers and dealers in scientific instruments of any kind.
33. To carry on automobile engineers and tool makers and to deal in all kinds of hardware and other materials required in connection therewith
34. To carry on the business of a water-works company in all its branches and to sinkwell and shafts, and to make, build and construct, lay down and maintain darns, reservoirs, waterworks cisterns, culverts filter beds, mains and other pipes and appliances and to execute and do all other acts thing necessary or convenient for obtaining storing, selling, delivering, measuring and dealing in water.
35. To carry on the business of spinners, weavers, knitters, cambers manufactures, processors, producers, importers, exporters, wholesaler, sellers buyers, stockiest dealers of jute fibers, jute yarn, jute blended yarn fibrous materials, allied products, by products, and substitutes for jute and utilize any wastes arising from any such manufacture, production, process and further to carry on or be interested in business of ginning, bailing, dyeing, bleaching of jute and products of any other articles or things.
36. To carry on the business of textile manufacture, textile processors, textile machinery manufacturing or otherwise deal in all kinds of aforesaid items including woolen cotton

& other textiles, clothes, linen, nylons, rayon and other synthetic fibers and fibers substance, silk mercerizes, silk weavers, fled, hemp and, worsted spinners, wool cambers and to manufacture, buy, sell, import, export and deal in products and articles manufactured or made from the cotton wool silk hemp and other natural artificial, textiles, yarns and other fabrics.

37. To purchase, take on lease, exchange hire or otherwise acquire real and personal property of all kinds and in particular land, oil wells, refineries, mines, mining rights, minerals, ores, buildings, machinery, plant stores, licenses, concessions, easements and other rights and privileges which it may seem necessary or convenient to obtain for the purpose of or in connection with any of the business of company and whether for the purpose of resale or realization or otherwise.

38. To carry on business of growing and dealing in bidi leaves and/or to process the same and manufacture, deal in, import, export or otherwise deal in tobacco, snuff, bidis, cigarettes, cigars, match lights, pipes and any other articles required by or which may be convenient to smokers and to, snuff grinders and merchants and box merchants, and to deal in any other articles and things commonly dealt in by tobacconist.

#### IV. THE LIABILITY OF THE MEMBERS IS LIMITED.

#### V. CAPITAL CLAUSE

1. The Authorised Shares Capital of the Company is Rs. 15,00,00,000/- (Rupees fifteen Crores) divided into 15000000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.



THE COMPANY ACT 2013  
(COMPANY LIMITED BY SHARES)  
**DRAFT ARTICLE OF ASSOCIATION**  
OF  
**REETECH INTERNATIONAL LIMITED**

(Formerly Known as REETECH INTERNATIONAL CARGO AND COURIER LIMITED)

**Interpretation**

1. (1) In these regulations—

(a) “the Act” means the Companies Act, 2013,

(b) “the seal” means the common seal of the company.

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

(3) The Company is a Public Company as per the provisions of section 2 (71) of the Companies Act, 2013, i.e.

“Public company” means a company which—

(a) is not a private company [and];

(b) has a minimum paid-up share capital as may be prescribed:

Provided that a company which is a subsidiary of a company, not being a private company, shall be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles ;

**Share capital and variation of rights**

II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.

4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.

8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

### **Lien**

9. (i) The company shall have a first and paramount lien—

(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

### **Calls on shares**

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18. The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless



the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

### **Transfer of shares**

19.(i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20. The Board may, subject to the right of appeal conferred by section 58 decline to register—

(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

(b) any transfer of shares on which the company has a lien.

21. The Board may decline to recognise any instrument of transfer unless—

(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

### **Transmission of shares**

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

### **Forfeiture of shares**

27. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

28. The notice aforesaid shall—

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.

(ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.

32. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;

(ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;

(iii) The transferee shall thereupon be registered as the holder of the share; and

(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

33. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

### **Alteration of capital**

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

35. Subject to the provisions of section 61, the company may, by ordinary resolution,—

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

36. Where shares are converted into stock,—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

(a) its share capital;

(b) any capital redemption reserve account; or

(c) any share premium account.

### **Capitalisation of profits**

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

### **Buy-back of shares**

40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

### **General meetings**

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.

42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an

extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

### **Proceedings at general meetings**

43. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the Directors present shall elect one of their members to be Chairperson of the meeting.

46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

### **Adjournment of meeting**

47. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **Voting rights**

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

(a) on a show of hands, every member present in person shall have one vote; and

(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

50. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

54. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

### **Proxy**

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### **Board of Directors**

58. The number of the Directors and the names of the first Directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

Following are the first Director of Company:-

1. Shri Mahendra Kumar Ahuja

2. Smt. Roma Ahuja

59. (i) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

60. The Board may pay all expenses incurred in getting up and registering the company.

61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

62. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

64. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the Directors and additional Directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

### **Proceedings of the Board**

65. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

66. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.



(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

67. The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

68 (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairperson of the meeting.

69. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

70. (i) A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

71. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

#### **Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer**

74. Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it

may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

75. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

### **The Seal**

76. (i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two Directors and of the secretary or such other person as the Board may appoint for the purpose; and those two Directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

### **Dividends and Reserve**

77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

78. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

79. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

80. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

81. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

82. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

83. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

84. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

85. No dividend shall bear interest against the company.

### **Accounts**

86. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being Directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

### **Winding up**

87. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

### **Indemnity**

88. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.