



REDTAPE LIMITED

Registered Office

Plot No. 08, Sector 90, Noida, Gautam
Buddha Nagar, Uttar Pradesh - 201305 India
Tel : +91 120 6994444 | +91 120 6994400
CIN : L74101UP2021PLC156659
Web : www.redtape.com
E-mail : info@redtapeindia.com

September 01, 2025

BSE Limited 1 st Floor, New Trading Ring Rotunda Building Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Scrip Code: 543957	National Stock Exchange of India Limited Exchange Plaza, 5 th Floor Plot no. C-1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 NSE Symbol: REDTAPE
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Sub: Notice of the 4th Annual General Meeting of REDTAPE Limited.

Dear Sir/Ma'am,

In compliance with the Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 4th Annual General Meeting of the Company scheduled to be held on Friday, 26th September 2025 at 11:30 AM. (IST) through Video Conferencing/ Other Audio Visual Means (OAVM).

Further, in terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Company has fixed Friday, 19th September 2025 as the cut-off date to determine the eligibility of the members to cast their vote through remote e-Voting and e-Voting during the 4th Annual General Meeting.

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

This is for your kind information and record.

Thanking you,

Yours faithfully,

For **REDTAPE Limited**

Akhilendra Bahadur Singh



Akhilendra Bahadur Singh
Company Secretary & Compliance Officer

Encl: a/a

Works

- C-4, 5, 36, 37, Sector - 59, Noida, Gautam Buddha Nagar, Uttar Pradesh - 201301 Tel : +91 120 4263193
- Bulk Land, UPSIDC Industrial Area, Site-II, NH-27, Distt. Unnao, Uttar Pradesh - 209801 Tel : +91 73111 70114
- Plot No. 18-19, Nand Nagar Industrial Estate Phase-1, Mahuakheraganj, Kashipur, Udham Singh Nagar, Uttarakhand - 244713 Tel : +91 70552 21530



REDTAPE LIMITED

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Noida-201301, Uttar Pradesh -, India
Phone: +91 120 6994444 | +91 120 6994400
Email: compliance@redtapeindia.com Website: www.redtape.com

NOTICE is hereby given that the 4th (Fourth) Annual General Meeting ('AGM') of the members of **REDTAPE Limited** ("the Company") is scheduled to be held on **Friday, September 26, 2025, at 11:30 Hours (IST)** through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Auditors and the Board of Directors thereon.
2. To appoint a director in place of Ms. Sunanda (DIN: 10243709), who retires by rotation and being eligible offers herself for re-appointment.
3. To confirm payment of interim dividend @ 100% (Rs.2 per equity share) and declare final dividend @ 12.50% (Re.0.25 per share) for the financial year 2024-25.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), or re-enactment thereof, for the time being in force), the consent of Members of the Company be and is hereby accorded to the ratification of the remuneration of Rs. 40,000 (Rupees Forty Thousand Only) excluding taxes and reimbursement of out-of-pocket expenses at actuals payable to Mr. A.K. Srivastava, Cost Accountants (Membership No. 10467 with the Institute of Cost Accountant of India) and (Firm Registration No. 100090), appointed as the Cost Auditors by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the FY 2025-26.

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

RESOLVED FURTHER THAT any Director or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized, jointly or severally, to do all such acts, deeds, matters and things as may be necessary, proper or desirable for the purpose of giving effect to the above resolution, including filing of necessary e-forms with the Registrar of Companies and making applications, submissions, representations to any statutory authority, and to settle any questions, difficulties or doubts that may arise in this regard."

5. **To Re-Appointment of Mr. Arvind Verma (Din:09429834) As Whole Time Director of Company**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and the Articles of Association (AOA) of the Company, as recommended by Nomination and Remuneration Committee (NRC), approval of the Members be and is hereby accorded to reappoint Mr. Arvind Verma (DIN:09429834) as Whole Time Director of the Company for a further period of 3 (Three) years with effect from 22nd March 2026 liable to retire by rotation, on such terms and conditions as set out in the explanatory statement annexed to this Notice and remuneration as below:-

- i. Remuneration: A sum not exceeding INR 1,50,00,000 (Rupees One crore Fifty Lakhs only) per annum, whether paid as salary, commission, perquisites, incentives, ex-gratia payments, allowances, or a combination thereof or by whatever name called and whether paid on monthly, quarterly or annual basis or otherwise, as may be decided by the Board, within the aforesaid overall ceiling of remuneration.
- ii. Medical allowance: In addition to remuneration at clause (i) above, a sum up-to INR ₹60,000 (Rupees sixty thousand) per annum as medical allowances for all medical expenditures (including premium paid for obtaining any medical/ healthcare insurance(s) for self, spouse and all dependent children).

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

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

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

RESOLVED FURTHER THAT any Director or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized, jointly or severally, to do all such acts, deeds, matters and things as may be necessary, proper or desirable for the purpose of giving effect to the above resolution, including filing of necessary e-forms with the Registrar of Companies and making applications, submissions, representations to any statutory authority, and to settle any questions, difficulties or doubts that may arise in this regard.”

6. **To Re-Appointment of Ms. Sunanda (DIN:10243709) as Whole Time Director of Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and the Articles of Association (AOA) of the Company, as recommended by Nomination and Remuneration Committee (NRC), approval of the Members be and is hereby accorded to reappoint Ms. Sunada (DIN:10243709) as Whole Time Director of the Company for a further period of 3 (Three) years with effect from 1st August 2026 liable to retire by rotation, on such terms and conditions as set out in the explanatory statement annexed to this Notice and remuneration as below:

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

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

- a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (4 of 1961);
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service which will not exceed the exemption limit as per the Income Tax Act, 1961; and
- c) Encashment of leave as per the policy of the Company.

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

RESOLVED FURTHER THAT any Director or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized, jointly or severally, to do all such acts, deeds, matters and things as may be necessary, proper or desirable for the purpose of giving effect to the above resolution, including filing of necessary e-forms with the Registrar of Companies and making applications, submissions, representations to any statutory authority, and to settle any questions, difficulties or doubts that may arise in this regard.”

7. **To appoint M/s R & D Company Secretaries, as Secretarial Auditors for a term of up to 5 (Five) consecutive years and fix their remuneration**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force), M/s R&D, Company Secretaries (Firm Registration Number: P2005DE011200), as recommended by Audit Committee, be and are hereby appointed as Secretarial Auditors of the Company for a term of up to 5 (Five) consecutive years, to hold office from the conclusion of this (4th) Annual General Meeting (“AGM”) till the conclusion of 9th (Ninth) AGM of the Company to be held in the Year 2030, including a remuneration of Rs 1,50,000/- per annum(exclusive of GST and out-of-office expenses) .

RESOLVED FURTHER THAT any Director or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized, jointly or severally, to do all such acts, deeds, matters and things as may be necessary, proper or desirable for the purpose of giving effect to the above resolution, including filing of necessary e-forms with the Registrar of Companies and making applications, submissions, representations to any statutory authority, and to settle any questions, difficulties or doubts that may arise in this regard.”

8. **Alteration of Object Clause of the Memorandum of Association (“MOA”) of the Company.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of section 4, 13 and other applicable provisions of the Companies Act, 2013, and the rules enacted thereunder (including any statutory modification(s) or re- enactments thereof for the time being in force) and the rules framed there under, consent of the shareholders by way of Special Resolution be and is hereby accorded to append the following sub clause (5) after sub clause (4) of clause III (A) of the Memorandum of Association of Company:

5. To carry on the business, either on its own or through franchisee agreements, licensees, agents, stockists, resellers, distributors, contractors or otherwise of purchasing, selling, distributing, trading, acting as an agent, franchising, collaborating exporting, warehousing, importing, merchandising, manufacturing, designing, packaging and dealing and providing a platform, technology and/or other mechanism/ services including through any future and known technology to facilitate transactions, commerce, electronic commerce and any other types of commerce by and between businesses with all kinds of products, goods, commodities, general merchandise, electronics, accessories and relating to, which includes but is not limited to, beauty, fitness, personal health care, skin care, hair care, diet related, home remedies, homeopathy, ayurvedic, herbal and other alternative medical or therapeutic treatments, wellness products and equipment’s and any other men or women centric products on the Company's online portals or websites as well as through ecommerce, m-commerce, internet, intranet, stores, stalls or kiosks set up across India or abroad or in any other manner.

RESOLVED FURTHER THAT any Director or Company Secretary or Chief Financial Officer of the Company be and is hereby authorized, jointly or severally, to do all such acts, deeds, matters and things as may be necessary, proper or desirable for the purpose of giving effect to the above resolution, including filing of necessary e-forms with the Registrar of Companies and making applications, submissions, representations to any statutory authority, and to settle any questions, difficulties or doubts that may arise in this regard.”

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

Date: August 28, 2025
Place: Noida

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

Akhilendra Bahadur Singh
Company Secretary & Compliance Officer

NOTES

1. (The Ministry of Corporate Affairs, Government of India (“MCA”) vide its General Circular Nos. 14/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated 8th April 2020, 5th May 2020, 13th January 2021, 8th December 2021, 14th December 2021, 5th May 2022, 28th December 2022, 25th September 2023 and 19th September 2024, respectively, and other circulars issued in this respect (“MCA Circulars”) allowed, inter-alia, to conduct Annual General Meeting (AGM) through VC/ OAVM facility in accordance with the requirements provided in paragraph 3 and paragraph 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October 2024 has provided certain relaxations from compliance with certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In compliance with aforesaid MCA Circulars, aforesaid SEBI Circular, provisions of the Act and the Listing Regulations, the 4th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 4th AGM shall be the Registered Office of the Company.)
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

The Deemed venue for the AGM shall be the Registered office of the Company.
3. The Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the 4th Annual General Meeting (AGM) pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://about.redtape.com> The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. The Company has designated an exclusive e-mail ID “**Compliance@redtapeindia.com**” for redressal of shareholder’s complaints / grievances.
10. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number & prospective questions (if any) at compliance@redtapeindia.com from **September 22, 2025 (9:00 a.m. IST) to September 24, 2025 (5:00 p.m. IST)**. Those Members who have registered themselves

as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, subject to availability of sufficient time for smooth conduct of the AGM.

11. During the financial year 2024-2025 the board of director has declared interim dividend and recommended the final dividend which is subject to approval of shareholder
12. The Company or Registrar and Transfer Agent ('RTA') cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further instructions, if any, already given by them in respect of shares held in physical form, if any, will not be automatically applicable to shares held in the electronic mode.
13. SEBI vide its circular dated April 20, 2018, has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to the 'Secretarial and Compliance Department' of the Company at the Registered Office or to RTA of the Company. In this regard, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered Members (including joint holders).

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

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

In pursuant to the scheme of arrangement the Company has transferred 476921 equity shares to IEPF, further during the financial year 2024-25 the company has transferred 1430763 shares to IEPF account pursuant to bonus issue, data of which are available on website of the Company.

15. Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, Whose unclaimed shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in or any other form as specified by MCA.
16. Details required under provisions of the Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India (ICSI)-("SS-2") and Regulation 36 of SEBI Listing Regulations including brief profile of Directors seeking appointment/re-appointment is annexed hereto as Annexure A, as per the requirement.
17. For Members who have not registered their email address with the Company/KFinteh/DP's, a letter containing the exact link of the website of the Company for accessing the Annual Report of the Company for the FY2024-25 will be sent at the address registered in the records of the Company/KFinteh/DP's.
18. Company has appointed National Securities Depositories Limited ("NSDL"), to provide Video-Conferencing Facility/ Other Audio-Visual Means (VC/OAVM) for conducting AGM.
19. The Company has appointed Mr. Debabrata Deb Nath (FCS-7775, CP-8612) & having **email id: rndregular@gmail.com**), Partner of R & D Company Secretaries as the Scrutinizer for the e-voting process in a fair and transparent manner.
20. The resolution(s) will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolution(s). The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company at <https://about.redtape.com/> and Service Provider's website at www.evoting.nsd.com and the communication will be sent to the BSE Limited and National Stock Exchange of India Limited.
21. Members holding shares in a single name are advised to avail the facility of nomination in respect of shares held by them pursuant to the provisions of Section 72 of the Companies Act, 2013. Members holding shares in physical form desiring to avail this facility may send their nomination in the prescribed Form No. SH-13, available at Company's website at <https://about.redtape.com/notice-to-shareholders.php> duly filled in to the RTA of the Company. Members holding shares in electronic mode may contact their respective DPs to avail this facility.
22. Non-Resident Indian members are requested to inform the Company/ Company's RTA (if shareholding is in physical mode) / respective Depository Participants (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.

23. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
24. Members are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc.
- For shares held in electronic form to their Depository Participant for making necessary changes. NSDL has provided a facility for registration/updates of e-mail address through the link: https://eservices.nsdl.com/kyc-attributes/#/login_and_opt-in/opt-out of nomination through the link: <https://eservices.nsdl.com/instademat-kyc-nomination/#/login>
 - For shares held in physical form by submitting to Company's RTA the forms given below along with requisite supporting documents available on Company's website at <https://about.redtape.com/notice-to-shareholders.php> under the heading KYC updates as per SEBI Requirements.

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

25. SEBI vide its Circulars issued during 2023, established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. The regulatory norms regarding the same were consolidated vide SEBI Master Circular dated 11th August 2023. Pursuant to the same, investors shall first take up a grievance with the Company directly, escalate the same through the SCORES Portal and if still not satisfied with the outcome after exhausting all available options, investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>. Link to the ODR Portal is also available on the homepage of Company's website at <https://about.redtape.com/notice-to-shareholders.php>.
26. Members are requested to support Green Initiative by registering/updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialised form) or with Registrar and Transfer Agent or the Company (in case of shares held in physical form), for receiving all communication including annual report, notices from the Company electronically.
27. All the documents as required under the Act and referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be available for inspection by the Members of the Company without payment of fees at the Registered Office of the Company at Plot No. 08, Sector -90, Gautam Buddha Nagar, Noida-201301, Uttar Pradesh -, on any working day **between 10.00 A.M. to 05.00 P.M. till the date of the AGM** and shall also be available at the venue of the AGM.
28. In line with the MCA Circulars, the Notice of the AGM along with Annual Report 2024-25 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants (DPs)/ Registrar & Transfer Agent (RTA). The Company shall send a physical copy of the Annual Report to those Members who request for the same at compliance@redtapeindia.com mentioning their Folio No./DP ID and Client ID.
29. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
30. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send their request by an e-mail to compliance@redtapeindia.com mentioning their Name and Folio Number / DP ID and Client ID.
31. Dividend : If dividend on equity share as recommended by board is approved at the Annual General meeting the payment of such dividend will be made on or after 30th September 2025 to all the beneficial owner in respect of shares held in electronic form as per details furnished by the depositories for this purpose, at the end of the business hours on August 1st 2025.

Record date for dividend: The record date for determination of shareholder entitled for the payment of dividend is August 1st 2025.

32. TDS on Dividend Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders effective April 1, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the prescribed rates in the Income Tax Act, 1961 ("the IT Act") including any amendments or modifications thereto. For the prescribed rates for various categories, the members are requested to refer to Annexure B of this AGM Notice. In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential status, PAN, Category with their depository participants ("DPs") in case shares are held in Demat mode or in case shares are held in form, with the Company/ RTA by sending duly filled ISR-1 along with supporting documents. The payment of final dividend is subject to approval of Shareholder at the AGM.

33. Electronic Credit of Dividend

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 November 17, 2023 and master circular dated May 7, 2024) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, KYC details, bank account details and specimen signature. The Dividend for FY 2024-25 if declared at the AGM will be paid only to those physical shareholders who have updated their PAN, KYC details, bank account details and specimen signature. SEBI has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agent for payment of dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the National Electronic Clearing Service ("NECS")/ National Electronic Fund Transfer ("NEFT")/Real Time Gross Settlement (RTGS)/ Direct Credit, etc. In order to receive the dividend in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving dividend directly in their bank accounts through Electronic Clearing Service or any other means are requested to submit a duly filled Form ISR-1 along with necessary supporting documents in physical form, to the Company's RTA at the below mentioned address or by **Email**: einward.ris@kfintech.com

Selenium, Tower B, Plot No – 31 & 32, Financial District,
Nanakramguda, Serilingampally, Rangareddi, Hyderabad- 500032, Telangana

Telephone No.: +91 40 6716 2222,

Website: www.kfintech.com

Members holding shares in demat form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change / addition / deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in demat form.

34. Members may please note that SEBI Circular dated January 25, 2022, as amended, has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://about.redtape.com/Intimation-to-Shareholders-having-Physical-Shares.php>. It may be noted that service request can be processed only after the folio is KYC compliant. In terms of Regulation 40(1) of the Listing Regulations, as amended, and SEBI, vide its notification dated January 24, 2022, as amended, has mandated, that all requests for transmission and transposition shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

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

The remote e-voting period begins on **September 23rd, 2025, at 09:00 A.M.** and ends on **September 25th, 2025, at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **September 19th, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the **cut-off date**, being **September 19th, 2025**.

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

Commencement of remote e-voting	9:00 A.M. On Tuesday, September 23, 2025
End of remote e-voting	5:00 P.M. on Thursday, September 25, 2025

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

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

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

Step 1: Access to NSDL e-Voting system

A) **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

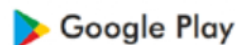
Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen.</p>

Type of shareholders	Login Method
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After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note:

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 180-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 130248 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - (a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to evoting@nsdl.com

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to evoting@nsdl.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN "**135715**" of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED, SETTING OUT ALL MATERIAL FACTS RELATING TO THE BUSINESS PROPOSED TO BE TRANSACTED UNDER ITEM NO. 4 TO 8 OF THE ACCOMPANYING NOTICE FOR THE ANNUAL GENERAL MEETING.

Item No. 4.

Pursuant to Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company is required to have audit of its cost accounts relating to such products manufactured by the Company covered under Central Excise Tariff Act, 1985, as prescribed under Section 148 of the Act and the Companies (Cost Records and Audit) Rules, 2014, conducted by a Cost Accountant. Based on the recommendation of the Audit Committee, the Board had, at its meeting held on May 27, 2025, approved the re-appointment of Mr. A. K. Srivastava, Cost Accountants (Membership No. 10467 with the Institute of Cost Accountant of India) and (Firm Registration No. 100090) as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company, pertaining to the relevant products, for FY25-26 at a remuneration of ₹40,000/- (Rupees forty thousand only) plus applicable taxes, out of pocket and other expenses.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, ratification for the remuneration payable to the Cost Auditors to audit the cost records of the Company for the said financial year by way of an Ordinary Resolution is being sought from the Members as set out at Item No. 04 of the Notice.

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

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

The Board recommends the Ordinary Resolution set out at Item No. 04 of the Notice for approval by the Members.

Item No.5

The Members may please note that the present tenure of Mr. Arvind Verma (DIN: 09429834) as a Whole-time Director of the Company, shall come to an end on March 21, 2026. Based on the recommendation of Nomination and Remuneration Committee ('NRC'), the Board of Directors at its meeting held on August 28, 2025, considering the skills, domain knowledge, rich experience and performance, recommended the re-appointment of Mr. Arvind Verma as a Whole-time Director of the Company, liable to retire by rotation, for a further period of up to 3 (Three) years with effect from March 22, 2026, on the terms & conditions including remuneration payable to him during such tenure. The said re-appointment is subject to approval of the Members.

In terms of the applicable provisions of the Companies Act, 2013 ('Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), it is proposed to seek approval of the Members for the re-appointment and remuneration payable to Mr. Arvind Verma, as a Whole-time Director of the Company.

Mr. Arvind Verma satisfies all the conditions set-out in Section 196(3) read with Part-I of Schedule V to the Act and is eligible for re-appointment. The remuneration proposed to be paid to Mr. Arvind Verma is as per the Remuneration Policy for the Directors, Key Managerial Personnel (KMP), Members of Senior Management and other Employees of the Company. Mr. Arvind Verma is not disqualified to act as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Mr. Arvind Verma has vast experience of Sales & Marketing over 29 years in the Fashion Industry and has been associated with the brand REDTAPE for almost 26 years now. He has been instrumental in ensuring that the brand is always held in high esteem in the market & is fully involved at the micro level & day-to-day operations. He has now been tasked with ensuring the same growth & presence of the brand REDTAPE in International markets.

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

Broad particulars of the terms of re-appointment of Mr. Arvind Verma, are as under, including existing term and conditions;

General:

- i. The Whole-time Director shall perform his duties in the interest of the Company.
- ii. The Whole-time Director shall adhere to the Company's Code of Conduct and shall also comply with the other policies and laws applicable on the Company.
- iii. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in the Act and the SEBI Listing Regulations.
- iv. The office of the Whole-time Director may be terminated, as per HR policy of the Company.
- v. The terms and conditions of the re-appointment (including remuneration) of Mr. Arvind Verma may be altered, varied or modified by the Board of Directors (including NRC), from time to time, in terms of Schedule V and other applicable provisions of the Act.
- vi. This re-appointment shall not be considered as a break in his service as Whole Time Director.
- vii. Mr. Arvind Verma shall not be entitled to receive sitting fees for attending meetings of the Board of Directors or a Committee thereof.

Item No 6.

The Members may please note that the present tenure of Ms. Sunanda (DIN: 10243709) as a Whole-time Director of the Company, shall come to an end on July 31, 2026. Based on the recommendation of Nomination and Remuneration Committee ('NRC'), the Board of Directors at its meeting held on August 28, 2025, considering the skills, domain knowledge, rich experience and performance, recommended the re-appointment of Ms. Sunanda as a Whole-time Director of the Company, liable to retire by rotation, for a further period of up to 3 (Three) years with effect from August 01, 2026, on the terms & conditions including remuneration payable to her during such tenure. The said re-appointment is subject to approval of the Members.

In terms of the applicable provisions of the Companies Act, 2013 ('Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), it is proposed to seek approval of the Members for the re-appointment and remuneration payable to Ms. Sunanda, as a Whole-time Director of the Company.

Ms. Sunanda satisfies all the conditions set-out in Section 196(3) read with Part-I of Schedule V to the Act and is eligible for re-appointment. The remuneration proposed to be paid to Ms. Sunanda is as per the Remuneration Policy for the Directors, Key Managerial Personnel (KMP), Members of Senior Management and other Employees of the Company. Ms. Sunanda is not disqualified to act as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

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

Ms. Sunanda has been with REDTAPE Limited (including Mirza International Limited) for more than 15 years and is a core member of top management team. The tenure of appointment and terms of remuneration are as provided in the resolution set out in Item no. 6 of this AGM Notice.

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

Broad particulars of the terms of re-appointment and remuneration payable to Ms. Sunanda, upon re-appointment, are as under:

General:

- i. The Whole-time Director shall perform his duties in the interest of the Company.
- ii. The Whole-time Director shall adhere to the Company's Code of Conduct and shall also comply with the other policies and laws applicable on the Company.
- iii. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in the Act and the SEBI Listing Regulations.
- iv. The office of the Whole-time Director may be terminated by the Company as per the HR policy.
- v. The terms and conditions of the re-appointment (including remuneration) of Ms. Sunanda may be altered, varied or

modified by the Board of Directors (including NRC), from time to time, in terms of Schedule V and other applicable provisions of the Act.

- vi. This re-appointment shall not be considered as a break in his service as Whole Time Director.
- vii. Ms. Sunanda shall not be entitled to receive sitting fees for attending meetings of the Board of Directors or a Committee thereof.

Item No. 7

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and provisions of Section 204 of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit, and the Board of Directors at their respective meetings held on May 27, 2025 have approved and recommended the appointment of M/s R&D, Company Secretaries (Firm Registration Number: P2005DE011200), as Secretarial Auditors of the Company for a term of up to 5 (Five) consecutive years, to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of 9th (Ninth) AGM of the Company to be held in the Year 2030 on following terms and conditions:

- a. **Term of appointment:** Up to 5 (Five) consecutive years from the conclusion of this AGM till the conclusion of 9th AGM.
- b. **Proposed Audit Fee:** Up to ₹ 1,50,000/- (Rupees one Lakh and fifty thousand only) plus applicable taxes and other out-of-pocket expenses as mutually agreed and incurred in connection with the secretarial audit for financial year ending March 31, 2026; and for subsequent year(s) of their term, such fee as determined by the Board of Directors, on recommendation of Audit, Risk Management and Ethics Committee. The audit fee proposed to be paid to M/s R&D, Company Secretaries during their term would be based on knowledge, expertise, industry experience, time and efforts required to be put in by M/s R&D, Company Secretaries, and is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to abovementioned audit fee and will be determined by the Board of Directors in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee.
- c. **Basis of recommendations:** The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act read with Rules made thereunder and the SEBI Listing Regulations and considering experience of the firm, audit experience of partners, independent assessment and also based on the evaluation of the quality of audit work done by them in the past.
- d. **Credentials:** M/s R&D Company Secretaries, is a firm of Company Secretaries and registered with the Institute of Company Secretaries of India ('ICSI'). interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company. The Board of Directors of the Company recommends the resolution set-out at Item No. 7 for approval of the Members as an Ordinary Resolution.

Item No: - 8

Alteration of Object Clause of the Memorandum of Association ("MOA") of the Company.

The Board of Directors of the Company, at its meeting held on 28th August, 2025, has considered and approved, subject to the approval of shareholders, the proposal to alter the Object Clause of the Memorandum of Association ("MOA") of the Company in accordance with the provisions of Sections 4, 13 and other applicable provisions of the Companies Act, 2013, SEBI(LODR) Regulations, 2015, if any and the rules and regulations made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force).

The existing main objects of the Company, as set out In Clause III(A) of the MOA, are proposed to be augmented by inserting the following new sub-clauses after the existing sub-clause (4), namely sub-clauses (5), to enable the Company to diversify and expand its business activities:

"5. To carry on the business, either on its own or through franchisee agreements, licensees, agents, stockists, resellers, distributors, contractors or otherwise of purchasing, selling, distributing, trading, acting as an agent, franchising, collaborating exporting, warehousing, importing, merchandising, manufacturing, designing, packaging and dealing and providing a platform, technology and/or other mechanism/ services including through any future and known technology to facilitate transactions, commerce, electronic commerce and any other types of commerce by and between businesses with all kinds of products, goods, commodities, general merchandise, electronics, accessories and relating to, which includes but is not limited to, beauty, fitness, personal health care, skin care, hair care, diet related, home remedies,

homeopathy, ayurvedic, herbal and other alternative medical or therapeutic treatments, wellness products and equipments and any other men or women centric products on the Company's online portals or websites as well as through ecommerce, m-commerce, internet, intranet, stores, stalls or kiosks set up across India or abroad or in any other manner."

The proposed amendments are aligned with Company's strategic plans to further expand and diversify its business operations in the areas of footwear, apparel, fashion accessories, General Merchandise and lifestyle products. These amendments will not only broaden the scope of operations but also enable the Company to explore new business opportunities, strengthen its presence in the domestic and international markets, and participate in emerging retail and e-commerce growth opportunities.

Pursuant to Section 13 of the Companies Act, 2013, the alteration of the Object Clause of the MOA requires the approval of the shareholders by way of a **Special Resolution**.

A copy of the existing MOA and the proposed amendments is available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to the date of the general meeting and will also be available during the meeting.

The Board recommends the Special Resolution as set out in **Item no. 8** of this Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

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

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

Date: August 28, 2025
Place: Noida

Akhilendra Bahadur Singh
Company Secretary & Compliance Officer

Annexure A

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

Name of Director	Mr. Arvind Verma	Ms. Sunanda
DIN	09429834	10243709
Father's Name	Mr. Balbir Singh Verma	Mr. Ujagar Singh
Date of Birth	8 th January, 1974	12 th February, 1978
Date of first appointment on the Board of Directors of the Company	08 th December, 2021	1 st August, 2023
Address	A-602, Stellar Greens Apartment, Plot No. D-6, Sector -44, Noida-201301	House No.-238, Panna Bichli Gali, Mangol Pur Kalan, Rohini Sector 5, Delhi-110085
Designation	Whole-time director	Whole-time director
Education	Graduate	Postgraduate(Geography) from Kurukshetra University and PGCHRM from XLRI
Nature of Expertise / Experience in specific functional areas.	Vast experience of Sales & Marketing over 29 years in the Fashion Industry.	More than 21 years of experience in Human Resource management and other managerial positions.
Relationships between the Directors inter-se	Not related to any directors of the Company	Not related to any directors of the Company
No. of Board Meetings attended during the year	Please refer to the Corporate Governance Report which is a part of this Annual Report	
Terms and conditions of Appointment/Reappointment	As per the resolution at item number 5 of this notice. Mr. Arvind Verma's office as Whole-Time Director shall be subject to retirement by rotation	As per the resolution at item number 6 of this notice. Ms. Sunanda's office as Whole-Time Director shall be subject to retirement by rotation
Directorship held in other Indian companies (as on August 28, 2025)	Please refer to the Corporate Governance Report which is a part of this Annual Report	
Membership/ Chairmanship of the Committee of Companies (including the Company)		
Directorship held in other listed companies		
Membership/ Chairmanship of the Committee of other listed companies		
Shareholding in the Company (No. & %) (as on August 28, 2025)	8000 (0.0014%)	NIL
Details of Remuneration sought to be paid	As mentioned in the resolution at Item No. 5	As mentioned in the resolution at Item No. 6
Remuneration last drawn (including sitting fees, if any)	As recommended by the Nomination and Remuneration Committee, Audit Committee and approved by the Board	As recommended by the Nomination and Remuneration Committee, Audit Committee and approved by the Board

INFORMATION AT A GLANCE

Particulars	Details
Name of the Company	REDTAPE Limited
Contact details	Plot No. 8, Sector 90, Gautam Buddha Nagar, Noida, Uttar Pradesh, 201301 Email: compliance@redtapeindia.com Website: https://about.redtape.com/
Date and Time of AGM	Friday, September 26, 2025
AGM EVEN	135715
Cut-off date for e-Voting	Friday, September 19, 2025
E-voting Start Date	September 23, 2025
E-voting End Date	September 25, 2025
Link for Participation through VC/OAVM	www.evoting.nsdl.com
Speaker Registration Start Date	September 22, 2025 (9:00 a.m. IST)
Speaker Registration End Date	September 24, 2025 (5:00 p.m. IST)
E-mail correspondence for Speaker Registration	Compliance@redtapeindia.com
Registrar and Transfer Agents	KFin Technologies Ltd, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad, Telangana, 500032 Email : einward.ris@kfintech.com Website : www.kfintech.com

ANNEXURE B**TAXABILITY ON DIVIDEND****Tax Deduction at Source (TDS) on Final Dividend for FY 2024-25**

W.e.f. 1st April 2020, Dividend Distribution Tax u/s 115-O of the Income-tax Act, 1961 ("the IT Act") payable by domestic companies on declaration of dividend has been abolished. Pursuant to this amendment and certain consequential amendments brought vide Finance Act, 2020, the Company is required to deduct tax at source ("TDS") in accordance with the provisions of the IT Act, from dividend distributed on or after 1st April 2020.

Please take note of the below TDS provisions and information/ document requirements for each shareholder:

Section 1: For all Members – Details that should be completed and / or updated, as applicable

All Members are requested to ensure that the below details are completed and/or updated, as applicable, in their respective demat account/s maintained with the Depository Participant/s; or in case of shares held in physical form, with the Company, by September 30, 2025. Please note that these details as available on record date will be relied upon by the Company, for the purpose of complying with the applicable TDS provisions:

- I. Valid Permanent Account Number (PAN).
- II. Residential status as per the Act i.e. Resident or Non- Resident.
- III. Category of the Member:
 - i. Mutual Fund
 - ii. Insurance Company
 - iii. Alternate Investment Fund (AIF) Category I and II
 - iv. AIF Category III
 - v. Government (Central/State Government)
 - vi. Foreign Portfolio Investor (FPI) /Foreign Institutional Investor (FII): Foreign Company
 - vii. FPI/FII: Others (being Individual, Firm, Trust, AJP, etc.)
 - viii. Individual
 - ix. Hindu Undivided Family (HUF)
 - x. Firm
 - xi. Limited Liability Partnership (LLP)
 - xii. Association of Persons (AOP), Body of individuals (BOI) or Artificial Juridical Person (AJP)
 - xiii. Trust
 - xiv. Domestic Company
 - xv. Foreign Company
- IV. Email Address.
- V. Residential Address.

For Resident Shareholders: Tax shall be deducted at source under section 194 of the Income-tax Act, 1961, @10% on the amount of Dividend declared and paid by the Company during the Financial Year ("FY") 2025-26, subject to valid PAN is provided by the shareholder and PAN status is operative i.e. PAN is linked to Aadhaar. If PAN is not submitted or is not linked to Aadhaar, TDS would be deducted@ 20% as per section 206AA of the Income-tax Act, 1961.

For Resident Individual: No TDS shall be deducted on the Dividend payable to a resident Individual if the total dividend to be received during FY 2025-26 does not exceed rupees 10,000/-. Please note that this includes the future dividends, if any, which may be declared by the Board in the FY 2025-26.

Separately, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm) / Form 15H (applicable to an Individual who are 60 years and above), no tax at source shall be deducted provided that the eligibility conditions are being met. Needless to say, PAN is mandatory. Members are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

- a) **For Resident Non-Individual:** No tax shall be deducted on the dividend payable to the following resident non-individuals where they provide relevant details and documents:

- i. **Insurance Companies:** Self-declaration that it qualifies as 'Insurer' as per section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to the ordinary shares owned by it along with self-attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority of India (IRDAI)/LIC/GIC.
- ii. **Mutual Funds:** Self-declaration that it is registered with SEBI and is notified under section 10 (23D) of the Income-tax Act, 1961 along with self-attested copy of PAN card and certificate of registration with SEBI.
- iii. **Alternative Investment Fund (AIF):** Self declaration that its income is exempt under section 10 (23FBA) of the Income-tax Act, 1961 and they are registered with SEBI as Category I or Category II AIF alongwith self attested copy of the PAN card and certificate of AIF registration with SEBI.
- iv. **New Pension System (NPS) Trust:** Self declaration that it qualifies as NPS trust and income is eligible for exemption under section 10(44) of the Income-tax Act, 1961 and is being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of the PAN card.
- v. **Recognised Provident funds:** No TDS is required to be deducted as per Circular No.18/2017 subject to specified conditions. Self- attested copy of a valid order from Commissioner under Rule 3 of Part A of Fourth Schedule to the IT Act, or Self-attested valid documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the provident fund being established under a scheme framed under the Employees' Provident Funds Act, 1952 needs to be submitted.
- vi. **Approved Superannuation fund:** No TDS is required to be deducted as per Circular No.18/2017 subject to specified conditions. Self- attested copy of valid approval granted by Commissioner under Rule 2 of Part B of Fourth Schedule to the IT Act needs to be submitted.
- vii. **Approved Gratuity Fund:** No TDS is required to be deducted as per Circular No.18/2017 subject to specified conditions. Self-attested copy of valid approval granted by Commissioner under Rule 2 of Part C of Fourth Schedule to the IT Act needs to be submitted.
- viii. **Other Non-Individual shareholders:** Self attested copy of documentary evidence supporting the exemption along with self- attested copy of PAN card.

For Non-resident Shareholders: Taxes are required to be withheld in accordance with the provisions of section 195 of the Income-tax Act, 1961 at the applicable rates in force. As per the relevant provisions of section 195 of the said Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of Dividend payable to them. In case of GDRs and Foreign Portfolio Investors ("FPI")/ Foreign Institutional Investors ("FI")", the withholding tax shall be as per the rates specified in section 196C and 196D of the Income Tax Act, 1961 respectively plus applicable surcharge and cess on the amount of Dividend payable to them. However, as per section 90 of the Income- tax Act, 1961, the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

- Self-attested copy of the PAN card allotted by the Indian Income Tax authorities.
- Self-attested copy of Tax Residency Certificate (TRC) for Financial Year 2025-26 obtained from the tax authorities of the country of which the shareholder is a resident.
- Shareholders who have PAN and propose to claim treaty benefit need to mandatorily file the Digital Form 10F online at the link [https:// eportal.incometax.gov.in/](https://eportal.incometax.gov.in/) with effect from 1st April, 2023 to avail the benefit of DTAA.
- Self declaration by shareholder of meeting treaty eligibility requirement and satisfying beneficial ownership requirement for Financial Year 2025-26.
- Self-declaration by the non-resident shareholder of having no Permanent Establishment in India in accordance with the applicable Tax Treaty.
- In case of Foreign Institutional Investors and Foreign Portfolio Investors, copy of SEBI registration certificate.
- In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidence demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore DTAA.

Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the Non-Resident shareholder.

Other general information for the Members:

- I. For all self-attested documents, Members must mention on the document **“certified true copy of the original”**. For all documents being sent / accepted by email, the Member undertakes to send the original document/s on the request by the Company.
- II. In case, the dividend income is assessable to tax in the hands of a person other than the registered Member as on the Record Date, then in terms of Rule 37BA of Income Tax Rules 1962, registered Member is required to furnish a declaration containing the name, address, PAN of the person to whom TDS credit is to be given and reasons for giving credit to such person.
- III. Shareholders holding Equity shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

The members shall download Form 26AS from the Income Tax Department’s website: <https://www.incometax.gov.in/iec/foportal/> for TDS deducted.
- IV. Application of TDS rate is subject to necessary due diligence and verification by the Company of the shareholder details as available in register of Members on the Book Closure Date, documents, information available in public domain, etc. In case of ambiguous, incomplete or conflicting information, or the valid information/documents not being provided, the Company will arrange to deduct tax at the maximum applicable rate.
- V. In case TDS is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate refund, if eligible.
- VI. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided / to be provided by the Member/s, such Member/s will be responsible to indemnify the Company and also, provide the Company with all information / documents and cooperation in any appellate proceedings.

Members are requested to take note of the TDS rates and document/s, if any, required to be submitted to the RTA by September 30, 2025 for their respective category, in order to comply with the applicable TDS provisions on the email ids to the RTA@einward.ris@kfintech.com

The hard copy can also be submitted to the RTA at Selenium, Tower B, Plot No – 31 & 32, Financial District, Nanakramguda, Serilingampally, Rangareddi, Hyderabad- 500032, Telangana Telephone No.: +91 40 6716 2222

Note: Above communication on TDS sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences. Shareholders should consult with their own tax advisors for the tax provisions applicable to their particular circumstances.

