

Little Rock Trade and Investment Ltd.

Regd. office: 11C, Ram Mohan Dutta Road, Ground Floor, Kolkata-700020

Admin. Office: 9/14, (First Floor) East Patel Nagar, New Delhi – 110008

Website: www.lrtil.co.in

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CIN: L67120WB1981PLC033628

NOTICE FOR EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of the members of Little Rock Trade & Investment Limited [CIN: L67120WB1981PLC033628] will be held at the registered office of the Company at 11C, Ram Mohan Dutta Road, Ground Floor, Kolkata-700020 on Monday, May 27, 2019 at 11:00 AM to transact the following business:

SPECIAL BUSINESS:

Item No. 1 - Approval for alteration of main object clause in Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modifications or re-enactment thereof, for the time being in force) and in compliance of RBI letter dated November 09, 2018, and subject to the approval of Registrar of Companies and/or any other authority, as may be necessary, if any, consent of the members of the Company be and is hereby accorded to substitute the existing para 1 of Clause III A of the Memorandum of Association with new para 1 as follows:

- 1. To carry on the business of trading, marketing, selling, buying, importing, exporting, transporting, storing, developing, promoting, supplying, dealing in any manner whatsoever in all types of goods and commodities including but not limited to agricultural products, food & dairy products, dry fruits, fruits & vegetables, horticulture, floriculture, household equipment, yarn, grains, edible oils, pickles, toys, clothes, precious and semi-precious stones, diamond, tea, coffee, marbles, personal care products & cosmetics, plastic and plastic products, rubber and rubber products, pipes, tubes, packing materials, electrical and electronics, domestic appliances, computer & peripherals, hardware, software, stationary, wooden and steel furniture, auto parts, paints, paper and paper products etc.*

“RESOLVED FURTHER THAT Ms. Deepa Nanda, Whole Time Director and/or Ms. Rajni Director & CFO of the Company, be and are hereby severally authorized to do all such acts, deeds and things including filing of necessary forms with Registrar of Companies and to take all such consequential and incidental steps as may be required to give effect to this resolution.”

By order of the Board
For Little Rock Trade & Investment Limited

Regd. Office:
11C, Ram Mohan Dutta Road,
Ground Floor,
Kolkata-700020

Place: New Delhi
Date: April 29, 2019

Deepa Nanda
(Whole Time Director)
(DIN: 06535258)

Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as proxy on behalf of the member's upto and not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. Further a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other shareholder.

2. Corporate members intending to send their authorised representative to attend the meeting are requested to send to the Company a certified copy of the Board Resolution.
3. The register of members and Share Transfer Books of the company remain closed from May 20, 2019 to May 27, 2019 (both days inclusive).
4. All the Documents referred to the notice and Explanatory Statement is available for inspection at the registered office of the Company during the business hours between 11:00 AM to 05:00 PM till the date of Annual General Meeting.
5. Members are requested to send their queries, if any atleast seven days in advance of the meeting so that the information can be made available at the meeting.
6. Member are requested to notify immediately any change of address to the company.

7. E-voting:

- (i) In Compliance with section-108 read with rule 20 of the Companies (Management and Administration) Rules 2014, the company is pleased to provide e-voting facility to shareholders through Central Depository Services (India) Limited (CDSL) as an alternative to cast their vote electronically on the Resolutions set forth in the Notice.
- (ii) A member may exercise his vote at any general meeting by electronic means.
- (iii) During the e-voting period, members of the company holding shares as on the cut-off date i.e. May 20, 2019, may cast their vote electronically. The voting rights of the shareholders shall be in proportion of their shares in paid-up equity share capital of the Company as on cut-off date.
- (iv) The e-voting period commences on May 23, 2019 at 09:00 AM and will ends on May 26, 2019 at 05:00 PM. The e-voting shall be disabled by CDSL for voting thereafter.
- (v) Once the vote on a resolution is cast by the shareholders, the shareholder shall not be allowed to change it subsequently.
- (vi) **instructions for shareholders voting electronically are as under:**
 - (a) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (b) Click on **Shareholders**.
 - (c) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (d) Next enter the Image Verification as displayed and Click on Login.
 - (e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (f) If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (g) After entering these details appropriately, click on "SUBMIT" tab.
- (h) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (j) Click on the EVSN of **Little Rock Trade & Investment Ltd.**
- (k) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (m) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (o) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (p) If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (q) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (r) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 THE COMPANIES ACT, 2013

Item no. 1: Explanatory statement for approval for alteration of main object clause in Memorandum of Association of the Company

Reserve Bank of India vide its letter dated November 09, 2018, informed the Company that the Certificate of Registration of the Company was cancelled and directed the Company to delete the NBFC activities from the Memorandum of Association of the Company. Accordingly, in compliance with RBI directions it is proposed to substitute the existing investment business of the Company with the business of trading, selling, marketing, importing, exporting of all types goods and commodities of as its main business activities. Your Directors have been considering various proposals for diversifying the company's activities. The alteration in the Objects Clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification and compliance of RBI direction. This will enable the company to carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company. This will also enlarge the area of operations of the company.

None of the Director's, and/or their relatives is concerned or anyway interested in this Resolution.

The Directors recommend this resolution for approval of the members and to be passed as a Special Resolution.

By order of the Board
For Little Rock Trade & Investment Limited

Regd. Office:
11C, Ram Mohan Dutta Road,
Ground Floor,
Kolkata-700020

Place: New Delhi
Date: April 29, 2019

Deepa Nanda
(Director)
(DIN: 06535258)