

# Rydak Syndicate Limited

(CIN : L65993WB1900PLC001417)

Registered Office : 4, Dr. Rajendra Prasad Sarani (Clive Row), Kolkata - 700 001

Phone : 033 2230-4351, (2 Lines) 033-3028 0530, Fax : (+91) 33 2230 7555,

Website : [www.rydaksyndicate.com](http://www.rydaksyndicate.com), e-mail : [compliances@rydaksyndicate.com](mailto:compliances@rydaksyndicate.com)

GSTIN : 19AABCR2656P1ZS



## POSTAL BALLOT NOTICE

*[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]*

Dear Member(s),

**NOTICE** is hereby given that, pursuant to the provisions of Section 110, Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the '**Companies Act**'), read with the Companies (Management and Administration) Rules, 2014 (the '**Rules**'), General Circular No. 14/ 2020 dated April 08, 2020 and General Circular No. 17/ 2020 dated April 13, 2020, read with other relevant circulars, including General Circular No. 03/ 2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs, Government of India (the '**MCA Circulars**'), Secretarial Standard on General Meetings ('**SS-2**') issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '**SEBI LODR**'), and any other applicable laws, rules and regulations [*including any statutory modification(s) or re-enactment(s) thereof, for the time being in force*], the following resolutions are submitted for approval of the Members of Rydak Syndicate Limited (the '**Company**') by means of Postal Ballot, only by way of remote electronic voting ('**remote e-voting**') process.

### **SPECIAL BUSINESS:**

#### **ITEM NO. 1: APPROVAL FOR ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to necessary approvals as may be required from appropriate authorities, the consent of the members of the Company be and is hereby accorded to alter the Object Clause of the Memorandum of Association of the Company in the following manner:

- i. Clause 3 - “The objects for which the Company is established are :” shall be renamed as Clause 3(a) – “*The objects to be pursued by the company are:*”
- ii. Clause 3A – “Objects incidental or ancillary to the attainment of main objects” shall be renamed as Clause 3(b) – “*Matters which are necessary for furtherance of the objects*

*specified in clause 3(a) are:*” and sub-clauses (d-4), (d-12) and (d-13) shall be renumbered as (1), (2), (3) respectively.

- iii. **Clause 3B** – The heading Clause 3B - “The Other Object” **and all Objects presently appearing under** it shall be restructured such that sub-clauses (d-3), (d-6), (d-9) and (d-10) shall be reclassified, renumbered and incorporated as sub-clauses as (4), (5), (6), (7) respectively under Clause 3(b) – “Matters which are necessary for furtherance of the objects specified in clause 3(a) are” with such consequential rearrangement and numbering as may be required.
- iv. Sub-clause (d-9) of Clause 3B – ‘Other Object’ shall be modified and replaced with the following amended clause as sub-clause (6) to Clause 3(b) – “Matters which are necessary for furtherance of the objects specified in clause 3(a) are:
- “(6) To carry on business of travel and tourism and as hoteliers, hotel and motel proprietors, hotel and motel managers and operators, refreshment contractors and caterers, restaurant keepers, bar, lodging house proprietors and managers, cafe and tavern proprietors, milk and snack bar proprietors, ice cream merchants, bakers and confectioners on its own, or through its subsidiary, joint venture or associate entity in India or abroad.”*
- v. The following additional Objects shall be inserted after sub-clause (7) to the Clause 3(b) – “Matters which are necessary for furtherance of the objects specified in clause 3(a) are:”-
- “(8) To engage in real estate and property-related activities, including acquisition, development, construction, renovation, leasing, sale, management, operation and /or otherwise dealing of residential, commercial, industrial and other immovable properties, whether in India or abroad on its own, or through its subsidiary, joint venture or associate entity subject to applicable laws.*
- (9) To enter into strategic alliances, joint ventures, partnerships, technical or financial arrangements, and/ or any other kind of collaborations, whether in India or abroad, on its own, or through its subsidiary, joint venture or associate entity, with individuals, firms, companies, bodies corporate or any other form of entity for the purpose of business expansion, diversification, technology access, operational synergies or for any kind of other rights and benefits in connections therewith, subject to the applicable laws.”.*

**RESOLVED FURTHER THAT** the draft altered Memorandum of Association as circulated with the Postal Ballot Notice be and is hereby approved, subject to such modifications as may be required by the Registrar of Companies or any other statutory or regulatory authority.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, any Director or the Company Secretary of the Company be and is hereby severally authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubts that may arise in this regard and to sign and execute all

necessary documents, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Regulatory Authority in respect of any matter(s) arising from or incidental to the said amendment.”

**ITEM NO. 2: RE-APPOINTMENT OF MR. RAJVINDER SINGH (DIN: 06931916) AS MANAGING DIRECTOR OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members be and is hereby accorded to the re-appointment of Mr. Rajvinder Singh (DIN: 06931916) as the Managing Director of the Company for a further term of 5 years with effect from February 10, 2026 to February 09, 2031, on such terms and conditions including remuneration as set out in the draft agreement placed before the Meeting and initialled by the Chairperson for the purpose of identification.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Rajvinder Singh shall be subject to the provisions of Sections 197 and 198 of the Act and shall be within the overall limits prescribed under the Act and the SEBI LODR Regulations.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Rajvinder Singh, the remuneration shall be paid in accordance with the provisions of Schedule V of the Companies Act, 2013, as amended from time to time.

**RESOLVED FURTHER THAT** Mr. Rajvinder Singh shall not be liable to retire by rotation during his tenure as Managing Director.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall be deemed to include any Committee thereof) be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment and/or remuneration, subject to the same being in conformity with the provisions of the Act and the SEBI LODR Regulations.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and making requisite disclosures with stock exchanges.”

**ITEM NO. 3: REVISION IN REMUNERATION OF MR. RAJVINDER SINGH,  
MANAGING DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee, Audit Committee and resolution passed by Board of Directors of the Company at their meeting held on February 04, 2026 and pursuant to the provisions of 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, and pursuant to the provisions of Articles of Association of the Company and pursuant to the applicable regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), consent of the members of the company be and is hereby accorded for revision in remuneration of Mr. Rajvinder Singh, Managing Director of the Company w.e.f. February 10, 2026, as per the details given in the explanatory statement forming part of this Postal Ballot Notice.

**RESOLVED FURTHER THAT** any Directors and/or the Company Secretary of the company be and is hereby authorized to do all such acts, deeds, matters and things arising out of and incidental thereto as may be deemed necessary, proper, expedient, or incidental to give effect to this resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs or submission of necessary documents with any other concerned Authorities in connection with this resolution.”

By Order of the Board of Directors  
For **Rydak Syndicate Limited**



*Sunny Jalan*  
**Sunny Jalan**

**Company Secretary**

**Membership No.: A57092**

Date: February 04, 2026

Place: Kolkata

*Registered Office:*

*4 Dr. Rajendra Prasad Sarani,*

*Kolkata, West Bengal, India, 700001*

## Notes:

1. The Explanatory Statement, pursuant to the provisions of Section 102 and other applicable provisions of the Companies Act and other applicable provisions, if any, stating all material facts relating to the Special Businesses at Item No. 1, 2 & 3 contained in this Postal Ballot Notice (**'Notice'** or **'Postal Ballot Notice'**), is annexed herewith, and the same should be considered as part of this Notice.
2. The members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at <https://rydaksyndicate.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e., The Calcutta Stock Exchange Limited (**'CSE'**) at <https://www.cse-india.com>.
3. As per the MCA Circulars, this Postal Ballot Notice and the e-voting instructions, along with User ID and Password, are being sent only through electronic mode (i.e., e-mail) to those Members whose names appear in the Register of Members/ List of Beneficial Owners received from the Central Depository Services (India) Limited (**'CDSL'**) (hereinafter referred to as **'Depository'**), as on **Friday, February 6, 2026 ('Cut-off Date')**, and whose e-mail addresses are registered with the Company/ the Registrar and Share Transfer Agent (**'RTA'**) [*in respect of shares held in physical form*] or with the Depositories/ Depository Participants [*in respect of shares held in dematerialised form*]. A copy of this Postal Ballot Notice shall also be available on the website of the Company at <https://rydaksyndicate.com/> the websites of the Stock Exchanges on which the Equity Shares of the Company are listed, viz., CSE Limited (**'CSE'**) at <https://www.cse-india.com> for this Postal Ballot process. Further, since, in accordance with the MCA Circulars, the physical copies of this Postal Ballot Notice are not being sent to any Member and the communication of the assent or dissent of the Members eligible to vote is restricted only to remote e-voting (**'e-voting'**),
4. All documents referred to in this Notice, including the Explanatory Statement, will be available electronically for inspection, without any fee, by the Members until the end of the remote e-voting period. Members, who wish to inspect such documents, are requested to send an e-mail to [compliances@rydaksyndicate.com](mailto:compliances@rydaksyndicate.com) from their registered e-mail address, mentioning their name(s), folio numbers/ DP ID and Client ID and the documents they seek to inspect, with a self-attested copy of their PAN Card attached to the said e-mail, with subject line "Inspection of Documents", during the voting period of this Postal Ballot process.
5. **Process of registration of e-mail addresses**
  - (a) Members holding share(s) of the Company in electronic form can verify/ update their e-mail address and mobile number with their respective Depository Participants (**'DP'**).

- (b) Members holding share(s) in physical mode and who have not yet updated their KYC including e-mail address, bank details, etc., are requested to update the same by submitting duly filled-in Form ISR-1 (available on the website of the Company at <https://rydaksyndicate.com/>), along with relevant documents, to the RTA.

#### **6. Remote e-voting and results related matters**

- (a) In compliance with the provisions of Sections 108 and 110 of the Companies Act, read with Rules 20 and 22 of the Companies Rules, as amended, MCA Circulars referred above, SS-2 and Regulation 44 of the SEBI LODR, the Company is pleased to offer remote e-voting facility to its eligible Shareholders, holding shares in physical or dematerialised form as on the Cut-off Date, being **Friday, February 06, 2026**, to exercise their rights to vote, by electronic means, on the Resolution proposed through Item no. 1, 2 & 3 in this Notice. The Board has appointed Central Depository Services (India) Limited (CDSL) for providing platform to enable the Shareholders to cast their votes through electronic mode remotely from anywhere (i.e., 'remote e-voting'). The instructions for remote e-voting form part of this Notice.
- (b) The remote e-voting period shall commence from **Sunday, February 15, 2026 at 9.00 A.M. (IST)** and end on **Monday, March 16, 2026 at 5.00 P.M. (IST)**. The remote e-voting module shall be disabled for voting thereafter. During this period, the Members of the Company, holding share(s) in physical form or in dematerialized form, as on the Cut-off Date, i.e., **Friday, February 06, 2026**, may cast their vote(s) by remote e-voting, in the manner and process set out here-in-below. Once the vote(s) on a Resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again. A person, who is not a Member as on the Cut-off Date, should treat this Notice for information purposes only.
- (c) Voting rights of the Members/ beneficial owners shall be reckoned in proportion to their share in the total paid-up voting equity share capital of the Company, as on **Friday, February 06, 2026** (i.e., the Cut-off Date fixed for this purpose).
- (d) Members holding share(s) either in physical form or dematerialized form, as on the Cut-off Date (including those Members who may not receive this Postal Ballot Notice due to non-registration of their e-mail address with the RTA or the DPs, as aforesaid), can cast their votes, in respect of the Resolutions as set out in this Postal Ballot Notice only through the remote e-voting.
- (e) The Board of Directors has appointed CS Hansraj Jaria, Practising Company Secretary (FCS No.: 7703/ CP No.: 19394), as the Scrutinizer, to scrutinize and ensure that the Postal Ballot voting process is conducted in a fair and transparent manner.

- (f) The Scrutiniser, on completion of scrutiny of the votes cast through the remote e-voting, shall submit his report to the Chairman or any of the other Directors or the Company Secretary of the Company. The Results of the remote e-voting shall be announced on or before **Tuesday, March 17, 2026**.
- (g) The Results declared, along with the Scrutiniser's Report, shall be placed on the website of the Company at <https://rydaksyndicate.com/>, and shall also be simultaneously communicated to the CSE. The e-voting Results, along with Scrutinizer's Report, will also be displayed at the Registered Office and the Head Office of the Company.
- (h) The Resolutions, if approved by the requisite majority, shall be deemed to have been duly passed on the last date specified for remote e-voting, i.e. **Monday, March 16, 2026**. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members.

#### **7. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

- (i) The voting period begins on Sunday, February 15, 2026 at 9.00 A.M. (IST) and end on Monday, March 16, 2026 at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, February 06, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



Individual Shareholders holding securities in demat mode with NSDL Depository

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
- 4) 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
---	---

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details  <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the

duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address at [compliances@rydaksyndicate.com](mailto:compliances@rydaksyndicate.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

By Order of the Board of Directors  
For Rydak Syndicate Limited



*Sunny Jalan*  
Sunny Jalan

Company Secretary  
Membership No.: A57092

Date: February 04, 2026

Place: Kolkata

*Registered Office:*

*4 Dr. Rajendra Prasad Sarani,*

*Kolkata, West Bengal, India, 700001*

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT AND OTHER APPLICABLE PROVISIONS

### Item No. 1:

The Company proposes to amend the objects incidental or ancillary to the attainment of its main objects as set out in the Memorandum of Association (MoA), so as to align the same with its business objectives.

The following amendment in the MoA is proposed for consideration:

- i. Clause 3 - "The objects for which the Company is established are :” shall be renamed as Clause 3(a) – *“The objects to be pursued by the company are:”*
- ii. Clause 3A – “Objects incidental or ancillary to the attainment of main objects” shall be renamed as Clause 3(b) – *“Matters which are necessary for furtherance of the objects specified in clause 3(a) are:”* and sub-clauses (d-4), (d-12) and (d-13) shall be renumbered as (1), (2), (3) respectively.
- iii. **Clause 3B** – The heading Clause 3B - “The Other Object” **and all Objects presently appearing under** it shall be restructured such that sub-clauses (d-3), (d-6), (d-9) and (d-10) shall be reclassified, renumbered and incorporated as sub-clauses as (4), (5), (6), (7) respectively under Clause 3(b) – “Matters which are necessary for furtherance of the objects specified in clause 3(a) are” with such consequential rearrangement and numbering as may be required.
- iv. Sub-clause (d-9) of Clause 3B –‘Other Object’ shall be modified and replaced with the following amended clause as sub-clause (6) to Clause 3(b) – “Matters which are necessary for furtherance of the objects specified in clause 3(a) are:  
*“(6) To carry on business of travel and tourism and as hoteliers, hotel and motel proprietors, hotel and motel managers and operators, refreshment contractors and caterers, restaurant keepers, bar, lodging house proprietors and managers, cafe and tavern proprietors, milk and snack bar proprietors, ice cream merchants, bakers and confectioners on its own, or through its subsidiary, joint venture or associate entity in India or abroad.”*
- v. The following additional Objects shall be inserted after sub-clause (7) to the Clause 3(b) – “Matters which are necessary for furtherance of the objects specified in clause 3(a) are:”-  
*“(8) To engage in real estate and property-related activities, including acquisition, development, construction, renovation, leasing, sale, management, operation and /or otherwise dealing of residential, commercial, industrial and other immovable properties, whether in India or abroad on its own, or through its subsidiary, joint venture or associate entity subject to applicable laws.*  
*(9) To enter into strategic alliances, joint ventures, partnerships, technical or financial arrangements, and/ or any other kind of collaborations, whether in India or abroad,*

*on its own, or through its subsidiary, joint venture or associate entity, with individuals, firms, companies, bodies corporate or any other form of entity for the purpose of business expansion, diversification, technology access, operational synergies or for any kind of other rights and benefits in connections therewith, subject to the applicable laws.”*

The draft altered Memorandum of Association incorporating the above changes is attached as **Annexure A**

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

The Board at its meeting held on February 04, 2026, has approved alteration of Object Clause of Memorandum of Association of the Company, subject to the approval of the shareholders.

The Board recommends the resolution set out in Resolution No. 1 of the accompanying Notice as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested, financially or otherwise, in the said Resolution.

**Item No. 2:**

The Members of the Company at the 123<sup>rd</sup> Annual General Meeting held on August 26, 2021 (“123<sup>rd</sup> AGM”) had appointed Mr. Rajvinder Singh, by way of an ordinary resolution, as the Managing Director of the Company for a term of 5 years, with effect from 10<sup>th</sup> February, 2021 as per the terms & conditions specified therein.

The present term of Mr. Rajvinder Singh, Managing Director of the Company, is due to expire on February 09, 2026. Based on the recommendation of the Nomination and Remuneration Committee, and considering his performance during the current tenure, leadership capabilities, strategic vision, and significant contribution to the growth and performance of the Company, the Board of Directors, at its meeting held on February 04, 2026 approved, subject to Members’ approval, the re-appointment of Mr. Rajvinder Singh as Managing Director of the Company for a further term of 5 years with effect from February 10, 2026.

Mr. Rajvinder Singh has played a pivotal role in steering the Company’s operations, strengthening governance practices, and enhancing shareholder value. The Board is of the opinion that his continued association would be in the best interest of the Company.

The terms and conditions of his re-appointment, including remuneration, are in accordance with the provisions of the Companies Act, 2013 and the SEBI LODR Regulations.

Mr. Rajvinder Singh satisfies all the conditions specified under the Act and the SEBI LODR Regulations and is not disqualified from being appointed as Managing Director under any

applicable provisions of law. He has also confirmed that he is not debarred from holding the office of Director or Managing Director by virtue of any order passed by SEBI or any other authority.

As per the provisions of the Act and the SEBI LODR Regulations, the re-appointment and remuneration of the Managing Director require approval of the Members by way of a Special Resolution.

The Board recommends the passing of the Special Resolution as set out at Item No. 2 of the Notice.

Except Mr. Rajvinder Singh and his relatives, none of the Directors, Key Managerial Personnel, or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

### **Item No. 3**

Considering the Company's performance, the progress made and targets achieved by the Company and as per the recommendation of the Nomination and Remuneration Committee and Audit Committee, the Board of Directors at its meeting held on February 04, 2026 approved the revision in remuneration of Mr. Rajvinder Singh, Managing Director of the company with effect from February 10, 2026, details of which are mentioned below:

The bifurcation of revised Annual remuneration is as follows:

“The Managing Director shall be eligible to rent free fully furnished accommodation with a Chauffeur driven car on actual fuel consumption basis along with the following managerial remuneration and perquisites in consideration of the performance of his duties:

- a) Basic Salary of Rs. 3,00,000/- per month with an annual increment of Rs. 20,000/- every year.
- b) Helper Allowance of Rs. 50,000/- per month.
- c) Education Allowance of Rs. 50,000/- per month.
- d) Visiting Allowance of Rs. 50,000/- per month.
- e) Special Allowance of Rs. 70,000/- per month.
- f) Uniform Allowance of Rs. 10,000/- per month.
- g) Leave Fare Allowance of Rs. 5,50,000/- per annum.
- h) Reimbursement of Medical Benefit not exceeding one-month basic salary per annum.
- i) Reimbursement of Fuel cost for personal vehicles not exceeding Rs. 18,000/- per month.
- j) Reimbursement of Entertainment expenses not exceeding Rs. 2,40,000/- per annum.
- k) Ex-Gratia as per Company rules not exceeding two-month basic salary.
- l) Reimbursement of Mobile/ Internet/Periodical expenses not exceeding Rs. 7,500/- per month”



m) Other statutory deductions and/ or payments shall be done as per Company's Policies.

Pursuant to Section 196, 197 read with Schedule V of the Companies Act, 2013, the revision in remuneration of Mr. Rajvinder Singh, Managing Director as decided by the Board of Directors is required to be approved by the Members.

Thus, the Members are requested to consider revision in remuneration of Mr. Rajvinder Singh, Managing Director of the company.

Pursuant to the applicable provisions of the Companies Act, 2013, and relevant rules made thereunder, consent of the members is being sought by way of Special Resolution.

The Board recommends the passing of the Special Resolution as set out at Item No. 3 of the Notice.

Except Mr. Rajvinder Singh and his relatives, none of the Directors, Key Managerial Personnel, or their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

By Order of the Board of Directors  
For Rydak Syndicate Limited



*Sunny Jalan*

**Sunny Jalan**

**Company Secretary**

**Membership No.: A57092**

Date: February 04, 2026

Place: Kolkata

*Registered Office:*

*4 Dr. Rajendra Prasad Sarani,*

*Kolkata, West Bengal, India, 700001*

**Details of directors seeking re-appointment pursuant to Secretarial Standard-2 on General Meetings and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is as under:**

- **Name of the Director** - Mr. Rajvinder Singh
- **DIN (Director Identification Number)** - 06931916
- **Date of Birth** - 13/06/1972
- **Date of first appointment on the Board** – 02/02/2018
- **Qualification** - Graduate in Economics
- **Brief profile / expertise and experience** - Mr. Rajvinder Singh has vast experience in tea industry and possesses strong expertise in strategy, operations, finance, and corporate governance.
- **Nature of expertise in specific functional areas** - Experienced in Tea Industry
- **Terms and conditions of appointment / re-appointment** – As per the agreement
- **Remuneration last drawn and proposed remuneration** – As per the agreement
- **Shareholding in the Company** - Nil
- **Relationship with other Directors, Key Managerial Personnel or Promoters** - NA
- **Number of meetings of the Board attended during the year** – 5 out of 5
- **Directorships held in other companies** (excluding foreign companies, if any) - 5
- **Membership / Chairmanship of Committees of other Boards:** 2
- **Listed entities from which the Director has resigned in the past three years** - Dhelakhat Tea Co Ltd w.e.f. 30/10/2024
- **Reason for re-appointment and justification for continuation on the Board:** Based on the performance evaluation and considering the leadership qualities, industry experience, and significant contributions made by Mr. Rajvinder Singh during his tenure as Managing Director, the Board of Directors is of the opinion that his continued association as the Managing Director of the Company would be in the best interest of the Company. Accordingly, the Board recommends his re-appointment as Managing Director for approval of the Members at the ensuing Annual General Meeting.

**Annexure A**

**(COMPANY LIMITED BY SHARES)**

**MEMORANDUM OF ASSOCIATION**

**OF**

**RYDAK SYNDICATE LIMITED**

1. The name of the Company is **RYDAK SYNDICATE LIMITED**.
2. The Registered Office of the Company will be situated in Calcutta.
3. The objects for which the Company is established are:

**a) \*THE OBJECTS TO BE PURSUED BY THE COMPANY ARE:**

*(\*Amended for renaming the heading from "The objects for which the Company is established are:" to "The Objects to Be Pursued by the Company Are:" by way of Passing of Special Resolution passed through Postal Ballot on March 16, 2026)*

- a. To enter into and carry into effect (either with or without modification) an agreement which has already been prepared and is expressed to be made between Robert Ross Waller and George Frank Playfair of the one part, and the Company of the other part, a copy whereof is set forth in the Schedule to the Articles of Association of the Company.
  - b. To acquire, if and when considered expedient, landed property in British India other than that mentioned in the said Agreement, as aforesaid, set forth in the Schedule to the said Articles of Association.
  - c. To open out on any lands acquired by or belonging to the Company, such Tea Gardens and plantations as shall be considered expedient for the purposes of the Company, and to carry on the business of planting and cultivating the Tea plant and the manufacture and sale of Tea.
  - d. To carry on all such business connected with the acquisition, hiring, leasing, planting, irrigation and cultivation of lands and the rendering merchantable and disposing of the produce thereof as are usually or may conveniently be associated with the plantation and cultivation of Tea Gardens, and the manufacture, export and sale of Tea.
- d-1.* To prepare, manufacture, process, bottle, buy, sell, import, export, trade in and deal in and with, whether as wholesalers or retailers, principals or agents or otherwise, chocolates, candies, chutneys, pickles, sauces, jams, jellies, peppermints, squashes, syrups, juices and any preparation whatsoever from milk, fruit and vegetables.

d-2. To manufacture, produce, use, buy and sell, and otherwise deal or traffic in any and all agricultural produce, and any and all petrochemicals, agricultural chemicals, organic and inorganic chemicals and plastics, including any and all elementary substances and compounds thereof and all or any formulated compositions consisting or partly consisting of the foregoing or any of them and all or any converted or fabricated products and articles of the foregoing or any of them.

*(By Special Resolution passed at a General Meeting held on 31st January, 1978 and approved by the Company Law Board by its order dated 8th September, 1978).*

- e. To acquire, construct and maintain factories, establishments, works, buildings, and erections for all or any of the purposes aforesaid, and to acquire or make machinery, implements and articles required to be used for any such purposes, and to carry on, as principals or agents, any branch of agriculture, manufacturing or mercantile business for which the Company's lands, Tea Gardens, establishment, property, and servants may be conveniently applicable, consistently with all or any of the purposes aforesaid.
- f. To make roads, railways, tramways, canals and aqueducts for the development of the Company's property, and the convenient carrying on of their business, and to acquire and work locomotives, vessels, and means of transport, and to act as carriers by land or water in connection with any of the objects aforesaid.
- g. To promote, subscribe to or assist any public or private work or undertaking offering facilities for the purposes of the Company, and to hold shares or interests in the Company or partnership offering such facilities.
- gg. To subscribe, donate, contribute or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition.  
*(By Special Resolution passed at a General Meeting held on 30th December, 1975 and approved by the Company Law Board by its order dated 14th April, 1977)*
- h. To sell, let or dispose of the whole or any part of the real or immovable or personal or movable property of the Company.
- i. To raise money for the purposes of the Company on mortgage, debenture or otherwise.
- j. To acquire the whole or any part of the property or business of any person or company having objects similar to any of the objects of the Company, and to assume the liabilities or any of the liabilities of any such person or other company.
- k. To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- l. To do all such other things as are incidental or conducive to the attainment of the above objects or any of them

**b) \*\*MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(a) ARE:**

*(\*\* Amended for renaming the heading from "Objects incidental or ancillary to the attainment of main objects:" to "Matters Which Are Necessary For Furtherance Of The Objects Specified In Clause 3(a) are:" by way of Passing of Special Resolution passed through Postal Ballot on March 16, 2026)*

- (1) To manufacture, buy, sell, exchange, refine, repair, alter, convert, manipulate, prepare for market, export, import and otherwise deal in all kinds of plants, industrial machinery, printing, packaging and allied machinery and machinery including agricultural implements and power tillers, apparatus, tools, utensils, receptacles, substances, materials, articles and things necessary or convenient for carrying on any of the businesses or processes of the Company or usually dealt in by persons engaged in like businesses or processes or which may be required by any customers or persons having dealings with the Company.
- (2) To acquire, hold, exchange, sell, underwrite and invest in shares, stocks, debentures, debenture-stocks, bonds, obligations or securities issued or guaranteed by any body corporate, government, local authority or public body and to acquire any of the aforesaid by original subscription, tender, purchase, exchange, underwriting or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
- (3) To lend and advance money either with or without security or give credit to such persons or companies and upon such terms and conditions as the Company may think fit and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantees and indemnities.  
*(By Special Resolution passed at a General Meeting held on 31st January, 1978 and approved by the Company Law Board by its order dated 8th September, 1978).*
- (4) #To carry on the business of manufacturers of and dealers in paper, pulp and boards of all kinds, and articles made from paper, pulp and boards of every description, and materials used in the manufacture or treatment of paper and board, including cardboards.
- (5) #To manufacture, produce, use, buy and otherwise deal or traffic in fertilisers, pesticides and other agrochemicals of all kinds.
- (6) #/##*To carry on business of travel and tourism and as hoteliers, hotel and motel proprietors, hotel and motel managers and operators, refreshment contractors and caterers, restaurant keepers, bar, lodging house proprietors and managers, cafe and tavern proprietors, milk and snack bar proprietors, ice cream merchants, bakers and confectioners on its own, or through its subsidiary, joint venture or associate entity in India or abroad.*
- (7) #To carry on the business of manufacturers, producers, processors, importers, exporters, buyers, sellers of and dealers in all kinds of yarns and fibres, whether synthetic, artificial or natural, nylon, polyester, acrylics, rayon, silk, artificial silk, jute and any other fibre or fibrous materials, whether synthetic, artificial or natural, textile substances, allied products, by-

*products and substitutes for all or any of them including tapes, ropes, yarns, twines and such other articles as may be conveniently produced or manufactured and to treat and utilise any waste arising from any such manufacture, production or process whether carried on by the Company or otherwise (By Special Resolution passed at a General Meeting held on 31st January, 1978 and approved by the Company Law Board by its order dated 8th September, 1978).*

***(# In compliance with the provisions of the Companies Act, 2013, the Memorandum of Association has been restructured in line with the prescribed format and all Objects earlier appearing under the heading "Other Object" in the Memorandum of Association framed under the provision of the previous Companies Act, have been reclassified and included as sub-clause (4) to (7) by way of Passing of Special Resolution passed through Postal Ballot on March 16, 2026)***

***(## Amended by modification and substitution of new clause by way of Passing of Special Resolution passed through Postal Ballot on March 16, 2026)***

(8) *^To engage in real estate and property-related activities, including acquisition, development, construction, renovation, leasing, sale, management, operation and /or otherwise dealing of residential, commercial, industrial and other immovable properties, whether in India or abroad on its own, or through its subsidiary, joint venture or associate entity subject to applicable laws.*

(9) *^To enter into strategic alliances, joint ventures, partnerships, technical or financial arrangements, and/ or any other kind of collaborations, whether in India or abroad, on its own, or through its subsidiary, joint venture or associate entity, with individuals, firms, companies, bodies corporate or any other form of entity for the purpose of business expansion, diversification, technology access, operational synergies or for any kind of other rights and benefits in connections therewith, subject to the applicable laws.*

***(^ Amended by insertion of new clause by way of Passing of Special Resolution passed through Postal Ballot on March 16, 2026)***

4. The liability of the member(s) is limited.

5. The Capital of the Company is Rs. 1,20,00,000/-, divided into 12,00,000 shares of Rs. 10/- each, to be issued when and as the Managing Agents shall deem necessary and proper, with power to increase and reduce the capital, and the share capital of the Company for the time being may be divided into different classes, to be held on the terms prescribed by the Articles and/or Special Resolutions of the Company, and so that the respective classes of shares may be subject to such preference or restriction (if any) as may be prescribed by the Articles and/or Special Resolutions.

(By Special Resolution passed on 15th January, 1948, the Capital of the Company was increased from Rs. 4,00,000 to Rs. 8,00,000 by the creation of 40,000 additional shares of Rs. 10 each.)

(By Resolution passed on 29th December, 1956, the Capital of the Company was increased from Rs. 8,00,000 to Rs. 15,00,000 by the creation of 70,000 shares of Rs. 10 each.)

(By Resolution passed on 26th October, 1966, the Capital of the Company was increased from Rs. 15,00,000 to Rs. 30,00,000 by the creation of 1,50,000 shares of Rs. 10 each.)

(By Special Resolution passed on 24th September, 1968, the Capital of the Company was increased from Rs. 30,00,000 to Rs. 75,00,000 by the creation of 4,50,000 shares of Rs. 10 each.)

(By Resolution passed on 28th June, 1977, the Capital of the Company was increased from its 75,00,000 to Rs. 1,20,00,000 by the creation of 4,50,000 shares of Rs. 10 each.)