



## RITESH PROPERTIES AND INDUSTRIES LIMITED

Regd. Office: 11/5B, Pusa Road, New Delhi-110005  
Ph: 0161-2174104/5, Fax: 0161-2174106, Email-ID: info@riteshindustries.us  
Website: www.riteshindustries.us  
CIN: L74899DL1987PLC027050

### NOTICE OF THE THIRTY SECOND ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of Ritesh Properties and Industries Limited will be held on Monday, 30<sup>th</sup> day of September, 2019 at 12:00 P.M. at NCU Auditorium & Convention Center, 3, August Kranti Marg, New Delhi 110016 to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on March 31<sup>st</sup>, 2019, Audited Balance Sheet as at March 31<sup>st</sup>, 2019, the statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Auditors and Directors thereon.
2. To reappoint Mr. Kavya Arora (DIN 02794500), who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and approve the re-appointment of Statutory Auditors of the Company and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and based on the recommendation of Audit Committee and Board of Directors of the Company, M/s. S.M. Mathur & Co., Chartered Accountants, New Delhi, having Firm Registration No. 006588N, be and are hereby re-appointed as the Statutory Auditors of the Company for the second term from the conclusion of this Meeting to hold such office for a period of five years till the conclusion of 37<sup>th</sup> AGM, at a remuneration to be mutually decided by the board and auditors (excluding applicable taxes and out-of-pocket expenses) towards the statutory audit fees for financial year 2019-20 including limited review of quarterly financial results and audit of internal financial controls over financial reporting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to revise the remuneration of statutory auditor for the financial years 2020-21 to 2023-24 on the recommendation of the Audit Committee of the Company and such other approvals as may be required and also to do all such acts, deeds, matters and things as may be necessary, incidental or ancillary to the foregoing resolution.”

#### SPECIAL BUSINESS

4. To Increase the Remuneration of Mr. Roop Kishore Fatehpuria, (DIN-00887774) Executive Director and to consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolution:

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

“RESOLVED THAT in accordance with the provisions of section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to such sanctions, approvals as may be necessary, the consent of the members

be and is hereby accorded to pay the remuneration of Rs. 1,55,000/-p.m. (Rupees One Lakh Fifty Five Thousand) plus perquisites as sanctioned by the Board from time to time, to Mr. Roop Kishore Fatehpuria, Executive Director of the Company w.e.f. 1st April, 2019 for the remaining tenure of his appointment with the liberty to the Board of Directors (herein after referred to as “Board” which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and to vary the said remuneration in such form and manner or with such modifications as the Board may deem fit.”

“RESOLVED FURTHER THAT notwithstanding anything herein above stated in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay Mr. Roop Kishore Fatehpuria remuneration not exceeding Rs. 1,55,000/-p.m. (Rupees One Lakh Fifty Five thousand) plus perquisites as minimum remuneration.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board of Directors of the Company and acceptable to Mr. Roop Kishore Fatehpuria, Executive Director as permissible under the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make such alternations and modifications, as may be required within the limits of Schedule V of the Companies Act, 2013.”

5. Re-appointment of Mr. Surendar Kumar Sood (DIN 01091404) as an Independent Director of the Company.

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

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and approval of Audit Committee and the Board of Directors of the Company, Mr. Surendar Kumar Sood (DIN : 01091404), whose present term of office as an Independent Director expires on September 24, 2019, and who is eligible for re-appointment, and meets the criteria for independence as provided in the Act and the Listing Regulations, and in respect of whom Notice has been received from him Section 160 of the

Act, proposing his re-appointment as an Independent Director of the Company, and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from September 25, 2019 to September 24, 2024, notwithstanding that he has attained the age more than 75 (seventy five) years.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make such alternations and modifications, as may be required under the provision of Companies Act, 2013.”

**6. Re-appointment of Mr. Gurpreet Singh Brar (DIN 06597336) as an Independent 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 Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force, and based on the recommendation of Nomination and Remuneration Committee and approval of Audit Committee and the Board of Directors of the Company, Mr. Gurpreet Singh Brar (DIN 06597336), whose present term of office as an Independent Director expires on September 24<sup>th</sup>, 2019, and who is eligible for re-appointment, and meets the criteria for independence as provided in the Act and the Listing Regulations, and in respect of whom Notice has been received from him under Section 160 of the Act, proposing his re-appointment as an Independent Director of the Company, and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from September 25<sup>th</sup>, 2019 to September 24<sup>th</sup>, 2024.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make such alternations and modifications, as may be required under the provision of Companies Act, 2013.”

**7. Re-appointment of Mrs. Shweta Sehgal (DIN 06970433) as an Independent Director of the Company for another term of five years.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and other applicable provisions, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and based on the

recommendation of Nomination and Remuneration Committee and approval of Audit Committee and the Board of Directors of the Company, Mrs. Shweta Sehgal (DIN 06970433), whose present term of office as an Independent Director expires on September 24, 2019, and who is eligible for re-appointment, and meets the criteria for independence as provided in the Act and the Listing Regulations, and in respect of whom Notice has been received from her under Section 160 of the Act, proposing his re-appointment as an Independent Director of the Company, and who has submitted a declaration to that effect, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years with effect from September 25<sup>th</sup>, 2019 to September 24<sup>th</sup>, 2024.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make such alternations and modifications, as may be required under the provision of Companies Act, 2013.”

By Order of the Board  
For **Ritesh Properties and Industries Limited**

sd/-  
**(SanjeevArora)**  
**Chairman-Cum-Managing Director**  
**DIN: 00077748**  
**Hampton Court, Business Park,**

**Place:-New Delhi**  
**Date:-12.08.2019**  
**ADDENDUM TO THE NOTICE OF 32<sup>ND</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF RITESH PROPERTIES AND INDUSTRIES LIMITED WILL BE HELD ON MONDAY, 30TH DAY OF SEPTEMBER, 2019 AT 12:00 P.M. AT NCUI AUDITORIUM & CONVENTION CENTER, 3, AUGUST KRANTI MARG, NEW DELHI 110016**

**8 Re-appointment of Mr. Sanjeev Arora as Chairman & 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 and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 (‘Act’) and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Sanjeev Arora (DIN 00077748), as Chairman & Managing Director of the Company for a period with effect from 29th August, 2019 upto 28th August, 2024 on the terms and conditions as mentioned approved with powers to the Board of Directors (which term shall be deemed to include any committee thereof for the time being and from time to time, to which all or any of the powers hereby conferred on the Board by this resolution may have been delegated) to alter, amend, vary and modify the terms and conditions of the said re-appointment and

remuneration payable from time to time as they deem fit in such manner and within the limits prescribed under Schedule V to the said Act or any statutory amendment(s) and/or modification(s) thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make such alternations and modifications, as may be required under the provision of Companies Act, 2013.”

By Order of the Board  
For **Ritesh Properties and Industries Limited**

sd/-  
(**Sanjeev Arora**)  
**Chairman-Cum-Managing Director**  
DIN: 00077748  
**Hampton Court, Business Park,**  
NH95, Ldh-Chd Road,  
Ludhiana, Punjab-141123

Place:-New Delhi  
Date:-29.08.2019

**NOTES:**

- i) **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS ANNEXED HERETO AND FORMS PART OF THIS NOTICE. ADDITIONAL INFORMATION, PURSUANT TO PARA1.2.5 OF SS-2 (“SECRETARIAL STANDARD ON GENERAL MEETINGS”) AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF RE-APPOINTMENT OF MR. SANJEEV ARORA MR. KAVYA ARORA, MR. SURENDAR KUMAR SOOD, MR. GURPREET SINGH BRAR AND MRS. SHWETA SEHGAL ARE MADE PART OF THEIR RESPECTIVE EXPLANATORY STATEMENTS.**
- ii) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- iii) **THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED DULY COMPLETED AND SIGNED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS ATTCHED HERewith.**
- iv) **A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
- v) The proxy holder shall prove his/her identity at the time of attending the Meeting.
- vi) When a Member appoints a proxy and both the Member and proxy attend the Meeting, the proxy stands automatically revoked.
- vii) Requisition for inspection of proxies shall be received by the Company in writing from a Member entitled to vote on any resolution at least three days before the commencement of the Meeting.
- viii) Proxies shall be made available for inspection during the period beginning twenty four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.
- ix) Corporate members intending to send their authorized representatives to attend and vote at the Meeting are requested to send to the Company a certified true copy of the Board Resolution pursuant to section 113 of the Companies Act 2013, authorizing their representative to attend and vote on their behalf at the Meeting.
- x) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- xi) The register of members and the share transfer book of the company will remain closed from Tuesday, 24th September, 2019 to Monday 30th September, 2019 (both days inclusive). The book closure dates have been fixed in consultation with Stock Exchanges.
- xii) The Notice of the AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or with the Depository Participant(s), unless members have requested for the hard copy of the same, physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to the Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the entrance of Venue of the AGM.
- xiii) Members are requested to bring their copies of Annual Reports along with them, as copies of the report will not be distributed at the meeting.
- xiv) Members/proxies are requested to bring their attendance slips sent herewith duly filled in for attending the meeting.
- xv) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Skyline Financial services Limited.
- xvi) Members holding shares in demat mode may kindly note that any request for change of address or change of E-mail ID or change in bank particulars/ mandates or registration of nomination are to be instructed to their Depository Participant only, as the Company or its Registrar & Share Transfer Agent cannot act on any such request received directly from the Members holding shares in demat mode. However, Members holding shares in physical mode are requested to notify the Registrar & Share Transfer Agent of the Company of any change in their address and e-mail id as soon as possible.

- xvii) Members who hold shares in dematerialised form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.
- xviii) Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's Registrar & Share Transfer Agent.
- xix) Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's Registrar & Share Transfer Agent for consolidation into single folio.
- xx) Since, the securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, Members holding shares in physical form are requested to get their shares dematerialized at the earliest.
- xxi) Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the date of meeting.
- xxii) The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued there under are open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, between 11:00 a.m. to 1:00 p.m. and also at the AGM. Also, the Notice for this 32<sup>nd</sup> AGM along with requisite documents and the Annual Report for the financial year 2018-19 shall also be available on the Company's website [www.riteshindustries.us]. Further, the notice received under Section 160 of the Companies Act, 2013 will be put up on the website of the Company up to the date of the Meeting.
- xxiii) **The route map showing directions to reach the venue of the Meeting is annexed.**
- xxiv) M/s MZ & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e-voting process). The scrutinizer shall upon the conclusion of General Meeting, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- xxv) The Results of the resolutions passed at the AGM of the Company will be declared within 48 working hours of the conclusion of AGM. The Results declared along with the Scrutinizer's report shall be placed on Company's website and will be communicated to the stock exchanges.
- xxvi) Voting through Electronic Means: Pursuant to the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management And Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members a facility to exercise their right to vote at the 32<sup>nd</sup> Annual General Meeting (AGM) by electronic means.
- xxvii) The facility for voting through Poll/Ballot Paper shall be made available at the AGM and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able

to exercise their right to vote at the Meeting through Poll/ Ballot Paper. The facility for voting by electronic voting system shall not be made available at the AGM of the Company.

xxviii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again or change it subsequently.

xxix) The instructions for shareholders voting electronically are as under:

- The Members whose name appears in the Register of Members of the Company as on 23<sup>rd</sup> September, 2019 (**CUT OFF DATE**). The Members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting shall commence on 27<sup>th</sup> September, 2019 at 9:00 AM and ends on 29<sup>th</sup> September, 2019 at 05:00 PM. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- Click on "Shareholders" tab.
- Now Enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- 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) <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
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	N/A

- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. 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.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the EVSN for the Ritesh Properties and Industries Limited .
- m. 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.
- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o. 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.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s. Note for Non- Individual Shareholders and custodians.
  - Non- Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create 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](mailto: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.
- t. 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- u. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store; Apple and Windows Phones users can download the app from the App Store and the Windows Phone Store respectively.

Details of directors retire by rotation and proposed to be appointed and re-appointed, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India.

Name of the Director	Mr. Kavya Arora	Mr. Surendar Kumar Sood	Mr. Gurpreet Singh Brar	Mrs. Shweta Sehgal	Mr. Sanjeev Arora
DIN	02794500	01091404	06597336	06970433	00077748
Date of birth	15/09/1987	29/04/1939	15/08/1966	06/10/1984	18/09/1963
Date of appointment	31/10/2011	14/07/2005	15/05/2013	15/05/2013	25/10/2004
Expertise in specific functional area	Experience in business management of more than 13 years.	He has more than 51 Years of experience in Trade & Industry	Surgical Oncologist	She has 10 years of experience in business administration	He has more than 35 years of experience in business administration and rich experience in real estate sector
No. of shares in the company	11,31,334	Nil	Nil	Nil	24,21,021
Qualification	Bachelor Of Business Administration	Graduate	M.Ch Surgical Oncologist	Bachelor of Science (Arts)	Bachelor of Commerce
Directorships held in other companies	7	2	0	0	9
Position held in mandatory committees of other companies	Nil	Nil	Nil	Nil	Nil
Relationship with other directors	Son of Mr Sanjeev Arora	N.A.	N.A.	N.A.	Father of Mr. Kavya Arora

The above information may be treated as part of Statement annexed under Section 102 of the Companies Act, 2013 for item no(s) 2 to 8 of the AGM Notice. The Board of Directors recommend the appointment/ re-appointment of Dr. Gurpreet Singh Brar as a Non Executive Director cum Independent Director, Mr Kavya Arora, Whole time Director to be retire by rotation, Mrs. Shweta Sehgal, as Non-Executive cum Independent Director, Mr Sanjeev Arora, as Managing Director cum Chairman of the company and Mr. Surendar Kumar Sood as an Independent Director of the Company

#### **EXPLANATORY STATEMENT PURSUANT TO THE PROVISION OF SECTION 102 OF THE COMPANIES ACT,2013.**

##### **ITEM NO. 2**

Mr Kavya Arora who was appointed as the director of the company dated 31st October 2011, in terms of section 152 retires by rotation and being eligible, offers himself for reappointment as the director of the company.

Mr. Kavya Arora will vacate office at this Annual General Meeting as per the Section 152. The Board at the aforesaid meeting, on the recommendation of the Committee, recommended for the approval of the Members, for the re-appointment of Mr. Kavya Arora as set out in the Resolution relating to his appointment.

Pursuant to the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, is appearing in the Report and Accounts under the sections '**Your Directors' and 'Report on Corporate Governance'**'.

The Board recommends this Resolution for your approval.

##### **ITEM NO.3**

In terms of Section 139 of the Companies Act, 2013 ("the Act") and the Companies (Audit and Auditors) Rules, 2014, made thereunder, the term of the present Statutory Auditors of the Company, M/s S.M. Mathur & Co., Chartered Accountants, New Delhi, having Firm Registration No. 006588N will be concluded at the end of 32<sup>nd</sup> Annual General Meeting (AGM). The Company is required to appoint another Auditor for a period of five years to hold office from the conclusion of 32<sup>nd</sup> AGM till the conclusion of 37<sup>th</sup> AGM for the financial 2023-24.

The Board of Directors of the Company at its meeting held on May 30<sup>th</sup>, 2019, after considering the recommendations of the Audit Committee, has recommended the re-appointment of M/s S.M. Mathur & Co., Chartered Accountants as Statutory Auditors of the Company for a further term of five years from the conclusion of 32<sup>nd</sup> AGM till the conclusion of 37<sup>th</sup> AGM for the financial year 2019-24 for the approval of the Members.

M/s S.M. Mathur & Co., Chartered Accountants, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section141(3)(g) of the Companies Act, 2013. They have further reconfirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and the rules made thereunder. The basis of recommendation for appointment and brief profile and credentials of M/s S.M. Mathur & Co., are mentioned below:

M/s S.M. Mathur & Co., a firm of Chartered Accountants has over 40 years standing with multi industry experience. They have various large, medium & MNCs as clients across industry i.e., cement, power, engineering, textile, sugar, construction, banking and financial sector. The firm is acting as auditors to various companies listed on the Stock Exchanges."

Pursuant to Section 139 of the Companies Act, 2013 approval of the members is required for appointment of the Statutory Auditors and fixing their remuneration by means of an ordinary resolution. Accordingly, approval of the members is sought for appointment of M/s S.M. Mathur & Co., Chartered Accountants as the Statutory Auditors of the Company for the aforesaid term at a remuneration to be mutually decided towards the statutory audit for the financial

year 2019-20 and remuneration for the financial years 2020-21 to 2023-24. The remuneration payable to the statutory auditors shall be exclusive of applicable taxes and all out of pocket expenses as may be incurred by the statutory auditor in course of their audit.

The Board recommends the resolutions set forth in item no. 3 for the approval of Members by way of Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and/ or their relatives are, in any way concerned or interested, financially or otherwise, in the proposed resolution mentioned at Item No. 3 of the Notice.

##### **ITEM NO. 4**

As recommended by Nomination & Remuneration Committee in its meeting held on 30.05.2019, the Board of Directors of the Company has approved the increase in remuneration of Mr. Roop Kishore Fatehpuria to Rs. 1,55,000/-per month plus perquisites w.e.f. 1st April, 2019 for a remaining period of his tenure, subject to approval of members of the Company.

##### **Minimum Remuneration**

In the absence of inadequacy of profits in any financial year, the remuneration as set out above may be paid as the minimum remuneration to Mr. Roop Kishore Fatehpuria.

Pursuant to provisions of Section 197 read with Schedule V of the Companies Act, 2013, the approval of members is required to be obtained for payment of remuneration to Mr. Roop Kishore Fatehpuria w. e. f 1st April, 2019 as proposed in the resolution.

The above may be treated as an abstract of the terms and conditions of the appointment of Mr. Roop Kishore Fatehpuria pursuant to Section 197 of the Companies Act, 2013.

None of the Directors or Key Managerial Personnel are interested in the resolution.

##### **Item No 5**

Mr. Surendar Kumar Sood (DIN 01091404) was appointed as a Director on the Board of the Company on 14<sup>th</sup> day of July 2005. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 27<sup>th</sup> Annual General Meeting held on September 25<sup>th</sup>, 2014 approved the appointment of Mr. Surendar Kumar Sood as an Independent Director of the Company for a period of 5 years up to September 24<sup>th</sup>, 2019.

However, in view of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 dated 9<sup>th</sup> May, 2018 ("Amended Listing Regulations") which will come into force with effect from 1<sup>st</sup> April, 2019, no listed entity can continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless a special resolution is passed to that effect.

Accordingly, the re-appointment of Mr. Surender Kumar Sood, aged 80 years, is recommended at this 32<sup>nd</sup> AGM as a Special Business by way of Special Resolution instead of Ordinary Business in compliance of Section 102 of the Act read with the amended Listing Regulations.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Mr. Surendar Kumar Sood that, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mr. Surendar Kumar Sood as an Independent Director of the Company commencing from September 25<sup>th</sup>, 2019 upto September 24<sup>th</sup>, 2024, in terms of Section 149 and other applicable provisions of the Act and Rules made there under.

He is not liable to retire by rotation.

In the opinion of the Board, Mr. Surendar Kumar Sood fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Surendar Kumar Sood, the Board of Directors at its meeting held on August 12<sup>th</sup>, 2019, approved the continuance of office of Mr. Surendar Kumar Sood as mentioned in the resolution.

Mr. Surendar Kumar Sood (aged 80 years) having rich experience of more than 50 years in the field of trade and industry. Having such renowned personality in the management would increase the experience of the management of the company also.

He does not hold any shares in Ritesh Properties And Industries Limited. He is the Chairman of Nomination & Remuneration Committee, Audit Committee and Stakeholders Relationship Committee of the Company and Restructuring Committee.

He has attended all the five (5) meetings of the Board held during the year 2018-19.

He is a Director in Cremica Agro Foods Limited and Highway Industries Limited.

The Nomination & Remuneration Committee and the Board evaluated the performance of Mr. Surendar Kumar Sood, rated him satisfactory on all parameters and recommended his re-appointment.

Copy of the draft letter for re-appointment of Mr. Surendar Kumar Sood as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company on all working days, except Saturday, between 11:00 a.m. and 01:00 p.m. upto the date of the ensuing Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. Surendar Kumar Sood, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board considers that association of Mr. Surendar Kumar Sood would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director of the Company.

The Board recommends the Special Resolution set out at Item No.5 of the Notice for approval by the shareholders of the Company.

#### **Item No 6**

Mr. Gurpreet Singh Brar (DIN 06597336) was appointed as a Director on the Board of the Company on 15<sup>th</sup> May 2013. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 27<sup>th</sup> Annual General Meeting held on September 25<sup>th</sup>, 2014 approved the appointment of Mr. Gurpreet Singh Brar (DIN 06597336) as an Independent Director of the Company for a period of 5 years up to September 24<sup>th</sup>, 2019.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Mr. Gurpreet Singh Brar (DIN 06597336) that, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mr. Gurpreet Singh Brar (DIN 06597336) as an Independent Director of the Company commencing from September 25<sup>th</sup>, 2019 upto September 24<sup>th</sup>, 2024, in terms of Section 149 and other applicable provisions of the Act and Rules made there under.

He is not liable to retire by rotation.

In the opinion of the Board, Mr. Gurpreet Singh Brar (DIN 06597336) fulfills the conditions for his re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Gurpreet Singh Brar (DIN 06597336), the Board of Directors at its meeting held on August 12<sup>th</sup>, 2019, approved the continuance of office of Mr. Gurpreet Singh Brar (DIN 06597336) as mentioned in the resolution.

Mr. Gurpreet Singh Brar (aged 52 years) is a surgical oncologist. Dr. Gurpreet Singh Brar did his MBBS from Dayanand Medical College & Hospital, Ludhiana. He did his MS in Surgery also from DMCH, Ludhiana. He further went on to pursue his MCh in Surgical Oncology from Kidwai Memorial Institution of Oncology, Bangalore. Dr. Gurpreet Singh Brar presently is Professor and HOD in Surgical Oncology at DMCH. He joined Dayanand Medical College & Hospital, Ludhiana 2005. He worked as a Cancer Surgeon in VMMC & Safdarjung Hospital, New Delhi 2002-2005. He worked as Asst. Prof. (Surgical Oncology) SGRD Institute of Medical Science, Amritsar 2001-2002. He worked as a senior registrar and lecturer and did his MCh (Surgical Oncology) in 2000 from Kidwai Memorial Institute of Oncology, Bangalore.

Dr. Gurpreet Singh Brar has presented a paper and chaired a session on emerging issues of surgical oncology at more than 25 national and international conferences and CME's organized by IMA-Indian Medical Association, Punjab. He is also working with the various social organizations in cancer awareness program for the interest of the general public. It would be in the interest of the company to have such personality in the board having such renowned personality in the management would increase the experience of the management of the company also.

Mr. Gurpreet Singh Brar does not hold any shares of Ritesh Properties And Industries Limited. He is not related to any other Directors/KMPs of the Company. He is the member of Nomination & Remuneration Committee, Audit Committee and Stakeholders Relationship Committee of the Company.

He has attended all the five (5) meetings of the Board held during the year 2018-19.

The Nomination & Remuneration Committee and the Board evaluated the performance of Mr. Gurpreet Singh Brar, rated him satisfactory on all parameters and recommended his re-appointment.

Copy of the draft letter for re-appointment of Mr. Gurpreet Singh Brar, as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company on all working days, except Saturday, between 11:00

a.m. and 01:00 p.m. upto the date of the ensuing Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. Gurpreet Singh Brar, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board considers that association of Mr. Gurpreet Singh Brar would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director of the Company.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders of the Company.

#### Item No 7

Mrs. Shweta Sehgal (DIN 06970433) was appointed as Independent Director on the Board of the Company on 25<sup>th</sup> September, 2014. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the 27<sup>th</sup> Annual General Meeting held on September 25<sup>th</sup>, 2014 approved the appointment of Mrs. Shweta Sehgal (DIN 06970433) as an Independent Director of the Company for a period of 5 years up to September 24<sup>th</sup>, 2019.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term of upto five years, on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Mrs. Shweta Sehgal (DIN 06970433) that, she is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that she meets with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 & Regulation 16(1)(b) of SEBI Listing Regulations and her consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mrs. Shweta Sehgal (DIN 06970433) as an Independent Director of the Company commencing from September 25<sup>th</sup>, 2019 upto September 24<sup>th</sup>, 2024, in terms of Section 149 and other applicable provisions of the Act and Rules made there under.

She is not liable to retire by rotation.

In the opinion of the Board, Mrs. Shweta Sehgal (DIN 06970433) fulfills the conditions for her re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mrs. Shweta Sehgal (DIN 06970433), the Board of Directors at its meeting held on August 12<sup>th</sup>, 2019 approved the continuance of office of Mrs. Shweta Sehgal (DIN 06970433) as mentioned in the resolution.

Mrs. Shweta Sehgal (DIN 06970433) (aged 35 years) holds the Bachelor degree in Arts. She has a great experience of more than 10 years of experience in business and administration.

She will be an asset for the management due to her expertise in the core field

She has attended all the five(5) meetings of the Board held during the year 2018-19.

Having such renowned personality in the management would increase the experience of the management of the company also.

Mrs. Shweta Sehgal does not hold any shares of Ritesh Properties And Industries Limited. He is not related to any other Directors/KMPs of the Company. She is the member of Nomination & Remuneration Committee, Audit Committee and Stakeholders Relationship Committee of the Company.

She has attended all the five (5) meetings of the Board held during the year 2018-19.

The Nomination & Remuneration Committee and the Board evaluated the performance of Mrs. Shweta Sehgal, rated him satisfactory on all parameters and recommended his re-appointment.

Copy of the draft letter for re-appointment of Mrs. Shweta Sehgal, as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company on all working days, except Saturday, between 11:00 a.m. and 01:00 p.m. upto the date of the ensuing Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mrs. Shweta Sehgal, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board considers that association of Mrs. Shweta Sehgal would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director of the Company.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders of the Company.

By Order of the Board  
For **Ritesh Properties and Industries Limited**

sd/-  
**(Sanjeev Arora)**  
**Chairman-Cum Managing Director**  
**DIN: 00077748**  
**Hampton Court, Business Park,**  
**NH95, Ldh-Chd Road,**  
**Ludhiana, Punjab-141123**

**Place: New Delhi**  
**Dated: 12.08.2019**

**ADDENDUM TO THE EXPLANATORY STATEMENT OF 32<sup>ND</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF RITESH PROPERTIES AND INDUSTRIES LIMITED WILL BE HELD ON MONDAY, 30TH DAY OF SEPTEMBER, 2019 AT 12:00 P.M. AT NCUI AUDITORIUM & CONVENTION CENTER, 3, AUGUST KRANTI MARG, NEW DELHI 110016**

#### Item No 8:

The Board of Directors of the Company (the "Board") at its meeting held on 29<sup>th</sup> August, 2019 has subject to the approval of members re-appointed Mr. Sanjeev Arora as the Managing Director, for a period of 5 (Five years), on the such terms and conditions including remuneration as recommended by the Nomination, Remuneration and Compensation Committee and approved by the Board. It is proposed to seek the members approval for reappointment of and remuneration payable to Mr. Sanjeev Arora as Managing Director in terms of the applicable provisions of the Companies Act, 2013 ("the Act").

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Sanjeev Arora are as under:

1. Basic Salary Rs. 10,00,000/- (Rs. Ten Lacs ) Per Month.
2. Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and Surgical Charges for himself and family subject to ceiling of one month salary in a year.
3. Reimbursement of actual travelling expenses for proceeding on leave with family to anywhere in India or aboard as per rules of the Company.
4. Car, Telephone, Cell Phone, Computer shall be provided and their maintenance and running expenses shall be met by the Company.



5. Other benefits like Gratuity, Provident Fund, Leaves etc. as applicable to the employee of the Company.

**Other Terms and Conditions:**

- The terms and conditions of appointment of the Managing Director & Chairman may be altered and varied from time to time by the Board in such manner as may be recommended by Nomination and Remuneration Committee, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.
- No sitting Fees will be paid to the Managing Director for attending meeting of the Board of Directors or any Committee thereof.
- His office shall not be liable to determination by retirement of Directors by rotation.
- The appointment may be terminated by either party by giving one Month notice of such termination or salary in lieu thereof or by mutual consent.

In addition to salary, perquisites and allowances as set out above Mr. Sanjeev Arora, Managing Director shall be entitled to receive remuneration based on net profits which will be determined by the Board and/or Nomination, Remuneration and Compensation Committee subject to the conditions that such payment shall be within the overall ceiling of the remuneration permissible under the Act.

Notwithstanding anything to the contrary contained herein, where in a financial year, during the currency of the tenure of Mr. Sanjeev Arora, the Company has no profit or its profits are inadequate, the Company shall subject to the approval of the Central Government wherever required and subject to the provision of Sections 196, 197 and 203 of the Act and subject to the conditions and limits specified in Schedule V of the Act, pay to Mr. Sanjeev Arora basic salary, perquisites and allowances as specified above as minimum remuneration.

**General Conditions:**

- The Managing Director will perform the duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respect and confirm to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- The Managing Director shall adhere to the Company's Code of Conduct.
- The office of the Managing Director may be terminated by the Company or by the Managing Director by giving he other 6 (six) months' prior notice in writing.

Mr. Sanjeev Arora is a Commerce Graduate and has business experience of over 35 years. Mr. Sanjeev Arora is the promoter director of Ritesh Properties and Industries Ltd. Mr. Sanjeev Arora is the visionary behind the Company's R&D, technology partnerships, business development and marketing initiatives. Mr. Sanjeev Arora contribution to industrial sector are commendable and many milestones in the sector have been achieved over the years due to his initiatives and entrepreneurship. In recognition of his wide experience in the industry, he was elected as President, Catalina Bay USA Inc.

A brief profile of Mr Sanjeev Arora to be re-appointed as Managing Director is given under the heading "Details of Directors retiring by

rotation and proposed to be appointed and re-appointed, pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India" or elsewhere in the Notice.

This Statement may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard SS-2 on General Meetings issued by the Institute of Company Secretaries of India.

Mr Sanjeev Arora holds 24,21,021 equity shares of the Company. Mr. Sanjeev Arora satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his reappointment.

He is not dis-qualified from being re-appointed as a Director in terms of Section 164 of the Act.

**DISCLOSURES AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013 ARE GIVEN HEREUNDER:**

**I. General information:**

**(1) Nature of Industry**

Ritesh Properties and Industries Ltd (RPIL) is a leading company with business interests in Real Estate & Fashion Industry. A public limited company (BSE: 526407), RPIL is based in Ludhiana under the leadership of Mr. Sanjeev Arora, Chairman cum Managing Director of the company. The Company was promoted by Mr. Pran Arora a leading industrialist of Punjab and father of Mr. Sanjeev Arora. The company is listed on (BSE: 526407).

(2) Date or expected date of commencement of commercial production : Commercial production already started in year, 1987

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.

(4) Financial performance based on given indicators: During the year under review your company's operating and other income was of Rs.1067.70 lakh (previous year Rs. 4757.69 lakh). The company has earned a profit after tax of Rs. 9.10 lakh (Previous year profit after tax of Rs142.58 lakh) during the period under review.

(5) Foreign Collaboration : Not Applicable

**II. Information about the appointee:**

(1) Background details: Already given in the foregoing paragraphs

(2) Past remuneration:  
FY 2017-18 – 1,20,00,000/-  
FY 2016-17 – 84,00,000/-  
FY 2015-16 – 42,00,000/-

(3) Recognition or awards

In recognition of vast experience, Mr. Sanjeev Arora, was Elected as the President, Catalina Bay USA Inc. He was being awarded and recognised by the various institution as the leading industrialist in the sector.

(4) Job profile and his suitability

Mr Sanjeev Arora is the promoter and Managing Director of the Company. He leads the overall strategy and planning, business development and marketing activities of the Company. Mr. Sanjeev Arora contribution to the real estate, apparel and textile product are commendable and many milestones in the sector have been achieved due to his initiatives and entrepreneurship.



(5) Remuneration proposed

Already mentioned in the foregoing paragraphs.

- (6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be respect to the country of his origin) Company has come a long way in recording revenue of 1067 crore with a net profit of 91 lacs in the financial year 2018-19. During the past years, Company's revenue and net profit has grown tremendously. Our thrust on turn key contracts and services helped sustain our growth momentum, while also aiding growth of our product business. Mr. Sanjeev Arora experience and expertise in the field of real estate, apparel and textile products has brought the Company at this stage. It is Mr. Sanjeev Arora sincere efforts that have drove the Company towards the growth path during these years. In view of above, the Nomination, Remuneration and Compensation Committee and Board of Directors at their respective meetings held on 28th August, 2019 has re-appointed Mr. Sanjeev Arora as the Managing Director of the Company. The remuneration payable to Mr. Sanjeev Arora is commensurate with the other organization of the similar type, size and nature in the Real estate industry.

- (7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Except for the proposed re-appointment and remuneration, Mr. Sanjeev Arora does not have any pecuniary relationship with the Company or with any other key managerial personnel.

**III. Other information:**

- (1) Reason of loss or inadequate profits

Presently, the Company has in-adequate profits to pay the proposed remuneration although the company has taken the approval of shareholders in their meeting by way of 3/4th majority.

- (2) Steps taken or proposed to be taken for improvement :As mentioned above our thrust on turn key contracts and

services helped sustain our growth momentum, while also aiding growth of our real estate, apparel and textile industry.

- (3) Expected increase in productivity and profits in measurable terms with the continued efforts of Government of India, the business and consumer confidence are expected to improve further in the coming financial years. The various policy decisions taken would act as growth channel for the Company which would contribute in increased revenue and profits.

**IV. Disclosures**

The necessary disclosures on re-appointment and remuneration etc. have been made under Corporate Governance Report which forms the part of the Annual Report.

The above may be treated as a written memorandum setting out the terms of reappointment of Mr. Sanjeev Arora under Section 190 of the Act. Mr. Sanjeev Arora is interested in the resolution as set out at Item No. 2 and 8 Addendum of the Notice. The relatives of Mr Sanjeev Arora may be deemed to be interested in this resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 and 8 of the Addendum Notice.

Your directors recommend the Special Resolution set out at Item no. 8 of the Notice for your approval

**By Order of the Board  
For Ritesh Properties and Industries Limited**

sd/-

**(Sanjeev Arora)  
Chairman-Cum-  
Managing Director  
DIN: 00077748**

**Hampton Court, Business Park,  
NH95, Ldh-Chd Road,  
Ludhiana, Punjab-141123**

**Dated: 29.08.2019  
Place: New Delhi**

**Updation of KYC Details in the master data**

Dear Member,

**Sub: Updation of KYC Details in the Master Data**

In order to ensure that all communications and monetary benefits are received promptly by all Shareholders holding shares in physical form, the Company, through periodic communiqués, advises such shareholders to notify to the Company, any change in their address/ bank details /email Id etc. by a written request under the signatures of sole/ first named joint holder along with relevant supporting documents.

SEBI vide its Circular dated 20th April, 2018 had also greatly emphasized on collection of the Bank Account details and the PAN details of the shareholders in order to enable Companies/ RTA to raise standards and provide improved services to the Shareholders.

In this background, we are attaching herewith a KYC Form for all the shareholders holding shares in physical form to get all their details updated in the Master Data.

Kindly note that this Form is only for the purpose of master data Updation of Shareholders holding Shares in Physical form.

In case of Dematerialised Shareholding, the Company takes note of the details furnished only by the Depositories, whenever such information is available. You are therefore requested to provide such information only to your Depository Participant (DP), in case the shares are held in demat form.

We recommend and request you to get your details updated in the master data and submit the attached KYC Form to the Company at its Corporate Office at Ritesh Properties and Industries Limited, 11/5B, PUSA ROAD NEW DELHI DL 110060, preferably before the dividend for the current Financial Year is paid to you.

Assuring you of our best services.

Thanking you.

Yours faithfully,

For Ritesh Properties and Industries Limited

Sd/-

**(Tarandeep Kaur)  
Company Secretary**

**Encl.: KYC Form with this annual report form**

**RITESH PROPERTIES AND INDUSTRIES LIMITED**