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35th
ANNUAL REPORT
2021-22

Ritesh Properties and Industries Limited

CORPORATE INFORMATION

BOARD OF DIRECTORS

Chairman cum Managing Director	Mr Sanjeev Arora
Executive Director	Mr. Kavya Arora
Executive Director	Mr. Roop Kishore Fatehpuria
Non-executive Non-independent Director	Mr. Hemant Sood (appointed on 14 th August, 2021 and ceased to be director on 09 th May, 2022)
Independent Directors	Mr. Deva Pampapathi Reddy (ceased to be director on 12 th July, 2022) Mr. Gurpreet Singh Brar Mr. Surendar Kumar Sood Ms. Shweta Sehgal Mr. Rohit Kumar Maggu (ceased to be director on 7 th June, 2021.)
Chief Financial Officer (CFO)	Mr. Deepak Sharma (appointed on 7 th December, 2021 in place of Mr. Kavya Arora who resigned on 06 th December, 2021)
Statutory Auditors	M/s. Khandelwal Jain & Co. Chartered Accountants GF- 8 & 9, Hans Bhawan, 1, Bahadur Shah Zafar Marg, New Delhi - 110002
Bankers	Axis Bank Udyog Vihar, Phase-V, Gurgaon 122016 ICICI Bank 6-D, Kitchlu Nagar, Ludhiana-141001
Project Office	Hampton Court Business Park, Nh-05, Opp. Fortis Hospital, Ldh-Chd Road, Ludhiana-141123, Punjab
Registered Office	11/5B, Pusa Road, New Delhi, Delhi-110060 CIN: L74899DL1987PLC027050 Website: www.riteshindustries.us
Corporate office	Plot No. 312, Udyog Vihar, Phase IV, Gurugram, 122015, Haryana
Registrar & Share Transfer Agent	Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area Phase-I, New Delhi-110020 Tel:011 -40450193 - 97 Website: www.skylinerta.com

Contents

Sr. No.	Particulars	Page No.
1.	Notice of Annual General Meeting	
2.	Directors' Report	
3.	Management Discussion & Analysis Report	
4.	Corporate Governance Report	
5.	Secretarial Audit Report	
6.	Auditors' Report	
7.	Balance Sheet	
8.	Statement of Profit & Loss Statement	
9.	Cash Flow Statement	
10.	Notes to Financial Statement	



RITESH PROPERTIES AND INDUSTRIES LIMITED
Regd. Office: 11/5B, 1st Floor, Pusa Road, New Delhi-110060, India
Ph.: 011- 41537951/9212359076, Email-ID: riteshlimited8@gmail.com
Website: www.riteshindustries.us
CIN: L74899DL1987PLC027050

AGM NOTICE

NOTICE IS HEREBY GIVEN THAT THE 35th ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF RITESH PROPERTIES AND INDUSTRIES LIMITED ("THE COMPANY") FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2022 WILL BE HELD ON FRIDAY, 30th DAY OF SEPTEMBER 2022 AT 12:00 NOON (IST) THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO-VISUAL MEANS ("OAVM") FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2022, the Audited Consolidated Financial Statements of the Company for the said Financial Year, together with the Reports of the Board of Directors and the Auditors thereon; and

2. To appoint a director in place of Sh. Roop Kishore Fatehpuria (DIN: 00887774), who retires by rotation and being eligible, offers himself for re-appointment.

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

"RESOLVED THAT Sh. Roop Kishore Fatehpuria (DIN: 00887774) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company."

SPECIAL BUSINESS:

3. To approve the re-appointment of Sh. Roop Kishore Fatehpuria (DIN: 00887774) as the Whole Time Director.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Schedule V thereto, read with rules framed thereunder, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Articles of Association of the Company, subject to such other consents, permissions as may be required and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, the approval of shareholders of the Company be and is hereby accorded for the re-appointment of Sh. Roop Kishore Fatehpuria (DIN: 00887774) as Whole-time Director of the Company, liable to retire by rotation, for a term of 3 years with effect from September 01, 2023 to August 31, 2026, notwithstanding that he has attained the age of more

than 70 (seventy) years during his term, on such terms and conditions as set out in the explanatory statement annexed to the Notice.

RESOLVED FURTHER THAT in the event of any inadequacy or absence of profits in any financial year or years during the tenure of his appointment, the remuneration, as stated in the explanatory statement hereunder, comprising salary, perquisites and other benefits be continued to be paid as minimum remuneration to Sh. Roop Kishore Fatehpuria.

RESOLVED FURTHER THAT the Board of Directors of the Company 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 recommended by the Nomination and Remuneration Committee of Board of Directors of the Company and permissible under the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby severally and/ or jointly authorised to take such steps and to do all such acts, deeds, matters and things as may be considered necessary or desirable in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution and also to make such alteration and modifications, as may be required in compliance with the provisions of Schedule V of the Act."

4. To approve the re-appointment of Sh. Kavya Arora (DIN: 02794500) as a Whole-time Director.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Schedule V thereto, read with rules framed thereunder, and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Articles of Association of the Company, subject to such other consents, permissions as may be required and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and Board of Directors of the Company, the approval of shareholders of the Company be and is hereby accorded for the re-appointment of Sh. Kavya Arora (DIN: 02794500) as Whole-time Director of the Company, liable to retire by rotation, for a term of 3 years with effect from April 01, 2023 to March 31, 2026, on such terms and conditions as set out in the explanatory statement annexed to the Notice.

RESOLVED FURTHER THAT in the event of any inadequacy or absence of profits in any financial year or years during the

tenure of his appointment, the remuneration, as stated in the explanatory statement hereunder, comprising salary, perquisites and other benefits be continued to be paid as minimum remuneration to Sh. Kavya Arora.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally and/ or jointly authorised to take such steps and to do all such acts, deeds, matters and things as may be considered necessary or desirable in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution and also to make such alteration and modifications, as may be required in compliance with the provisions of Schedule V of the Act.”

5. Approval of charges for service of documents on the shareholders:

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

“RESOLVED THAT pursuant to the provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under (including any statutory modification(s) or re- enactment thereof for the time being in force and as may be notified from time to time), whereby a document may be served on any shareholder by the Company by sending it to him, the consent of the shareholders be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, provided such request along with requisite fee has been duly received by the Company at least one week in

advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the shareholder.

RESOLVED FURTHER THAT any director and/ or key managerial personnel of the Company be and are hereby jointly and/ or severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable to give effect to the above resolution and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid.”

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

Sd/-

(Sanjeev Arora)

Chairman-Cum-Managing Director

DIN: 00077748

Hampton Court, Business Park,

Nh 05, Opp. Fortis Hospital,

Ludhiana-Chandigarh Road,

Ludhiana, Punjab-141123

Place: Gurgaon

Date: 06.09.2022

Registered Office:

11/5B, Pusa Road,

New Delhi - 110060

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 02/2022 dated May 05, 2022 read with General Circular No. 20/2020, 14/2020 and 17/2020 dated May 05, 2020, April 08, 2020 and April 13, 2020 respectively (collectively referred to as “MCA Circulars”) and SEBI has vide its Circular No. SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively referred to as “SEBI Circulars”) and other applicable circulars (Collectively referred to as (“Circulars”) permitted holding of the Annual General Meeting (“the Meeting/AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members, Directors, Auditors or other eligible persons at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act, 2013”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and aforesaid MCA and SEBI Circulars, the 35th AGM of the Company will be conducted through VC/OAVM.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, (“the Act”) setting out material facts relating to Special Business under item no 03 to 05 of this Notice to be transacted at the 35th AGM is annexed hereto. The recommendation of the Board of Directors of the Company (the “Board”) in terms of Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) is also provided in the said Statement.
3. The 35th AGM of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Act read with the MCA Circulars and Listing Regulations. In accordance with the provisions of Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/ Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations, Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-voting system during the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. CDSL will be providing facility for voting through remote e-voting, for participation in the 35th AGM through VC/ OAVM facility and e-voting during the 35th AGM. The instructions and other information relating to e-voting and the detailed procedure for participating in the meeting through VC / OAVM are given in this Notice under note no 24 to 27.
5. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement for the appointment of proxies. Accordingly, the facility to appoint proxies to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 113 of the Act, and rules made thereunder, the Body Corporates Members are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through remote e-voting and e-voting during the 35th AGM of the Company. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Institutional/Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., with attested specimen signature of the duly authorized signatory(ies) authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting and e-voting during AGM, to the Scrutinizer by email through its registered email address to cszafar@gmail.com with a copy marked to riteshlimited8@gmail.com and helpdesk.evoting@cdslindia.com.
7. The quorum for the Annual General Meeting, as provided in Section 103 of the Act, is thirty members (including a duly authorized representative of a body corporate) and the members present in the meeting through VC/OAVM shall be counted for the purpose of quorum pursuant to MCA Circulars.
Voting rights of the members for voting through e-voting shall be in proportionately the share of the paid-up Share Capital of the Company as on cut-off date i.e. 23rd September, 2022.
8. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
9. Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the Company shall be deemed to be the place of Meeting for the purpose of recording of the minutes of the proceedings of this AGM.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their DPs in case shares are held in electronic form or to Company’s RTA i.e. Skyline Financial Services Private Limited in case shares are held in physical form.
11. Dispatch of Annual Report through E-mail

In accordance with the MCA Circulars and SEBI Circulars, the Notice of the 35th AGM along with the Annual Report of the Company for the financial year ended 31st March, 2022 are being sent only through electronic mode (e-mail) to those Members whose email addresses are registered with the Company or the Registrar and Share Transfer Agent (the "RTA") or with their respective Depository Participant/s (DPs).

Members may note that the Notice and Annual Report for the financial year ended 31st March, 2022 is also available on the Company's website www.riteshindustries.us, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of CDSL (Agency for providing the Remote e-voting facility) at www.evotingindia.com.

We urge the shareholders for registration and/or updation of their Email id, Permanent Account Number (PAN) and bank mandate with the Company to ensure receipt of Annual Report, dividend and/or any other consideration and other communication timely, faster and easier and more importantly avoids fraudulent encashment of warrants.

Accordingly, to update the details with the Company, the following procedure may be followed:

Updating/ Registration	Procedure
Email Id & PAN	Physical Holding: An email requesting for updation/ registration of email id with a copy of PAN card and mentioning folio number may be send to the Company's email id at riteshlimited8@gmail.com or, Company's Registrar and Share Transfer Agent email id at grievances@skylinerta.com .
	Demat Holding: Update the email id/PAN through your Depository Participant. The Company had availed the service provided by CDSL to update email id of shareholders who has demat account with CDSL but has not yet updated email id, by sending SMS to those shareholders to update their email id.
Bank Mandate	Physical Holding: An email requesting for updation/registration of Bank Mandate with a copy of PAN card, cancelled cheque with name printed on cheque, copy of share certificate or any letter received from Company or dividend warrant where folio number is mentioned may be send to the Company's email id at riteshlimited8@gmail.com or, Company's Registrar and Share Transfer Agent email id at grievances@skylinerta.com .
	Demat Holding: Update the Bank mandate through your Depository Participant

The Company has also issued public notice dated 07 September, 2022 urging the shareholders for registration and/or updation of their email id, Permanent Account Number (PAN) and bank mandate with the Company to ensure receipt of Annual Report, dividend and/or any other consideration and other communication timely, faster and easier and more importantly avoids fraudulent encashment of warrants.

12. Members may please note that in view of the proviso to Regulation 40(1) of the Listing Regulations, securities of listed companies can be transferred only in dematerialised form (DEMAT) with effect from 1st April, 2019 except in case of request received for transmission or transposition of securities. Dematerialisation of shares would help to eliminate risks associated with Physical Shares. In this regard, SEBI has clarified by a Press Release No. 12/2019 dated March 27, 2019, that the said amendments do not prohibit an investor from holding the shares in physical mode and the investor has the option of holding shares in physical mode even after April 1, 2019. However, any investor who is desirous of transferring shares (which are held in physical mode) after April 1, 2019, can do so only after the shares are dematerialized.
13. 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 or its Registrar and Share Transfer Agent.
14. As per the provisions of Section 72 of the Act the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website, www.riteshindustries.us members are requested to submit the said details to their DPs in case the shares are held by them in electronic form and to the Registrar and Share Transfer Agent in case the shares are held in physical form.
15. 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 RTA for consolidation into single folio.
16. Members are requested to intimate about change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates,

- nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company's Registrar and Share Transfer Agent, M/s Skyline Financial Services Private Limited, Address : D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi 110020 (Phone No.: 011-40450193-97; Email:info@skylinerta.com in case the shares are held in physical form and to the Depository Participants (DPs) in case of shares held in electronic form.
17. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, M/s Skyline Financial Services Private Limited, Address : D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi 110020 (Phone No.: 011-40450193-97; Email:info@skylinerta.com, immediately of (a) Change in their residential status on return to India for permanent settlement. (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. The Board has appointed Mr. Mohd. Zafar, Practising Company Secretary (FCS: 9184), as the scrutinizer to scrutinize the remote e-voting process and also e-voting during the AGM in a fair and transparent manner. The Scrutinizer shall after the conclusion of e-voting at the 35th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting system and shall make a consolidated Scrutinizer's Report.
19. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.riteshindustries.us immediately after declaration. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
20. Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company.
21. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ Depositories for receiving all communications including Annual Reports, Notices, Circulars etc. from the Company electronically.
22. Ms. Tarandeep Kaur, Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this AGM including e-voting. The Members may contact at the following address: Name: Ms. Tarandeep Kaur Designation: Company Secretary and Compliance Officer Registered Office: 11/5B, First Floor, Pusa Road, New Delhi 110060, Delhi Email id: riteshlimited8@gmail.com; Phone No.: 011-41537951.
23. Details as required under Regulation 36(3) of the Listing Regulations and Revised Secretarial Standards on General Meeting (SS-2) with respect to Directors seeking appointment/reappointment at ensuing AGM is given to this Notice.
- 24. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**
- i. The Members are requested to join the 35th Annual General Meeting (AGM) through VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting i.e 12 Noon (IST) by clicking on the link <https://www.evotingindia.com> under Members login, where the EVSN of the Company will be displayed, by using the Remote e-Voting credentials and the same shall be kept open throughout the meeting and are also requested to follow the procedure mentioned in these notes.
 - ii. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 - iii. In line with the Ministry of Corporate Affairs (MCA) Circular No. 02/2022 dated 05th May, 2022 along with 17/2020 dated 13th April, 2020 and other applicable circulars, the Notice calling the 35th AGM has been uploaded on the website of the Company at www.riteshindustries.us. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
 - iv. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of CDSL.
 - v. Members who would like to express their views or ask questions during the 35th AGM of the Company will be required to register themselves as a speaker by sending e-mail to the Company Secretary & Compliance Officer at

- riteshlimited8@gmail.com from their registered e-mail address mentioning their name, DP ID and Client ID number/folio number, email id, mobile number. Only those members who have registered themselves as speaker by 4 p.m. (IST) on September 24th, 2022 will be able to speak at the meeting.
- vi. Further, Members who would like to have their questions/queries responded to during the AGM are requested to send such questions/queries in advance within the aforesaid date and time, by following the similar process as stated above.
 - vii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 - viii. When a pre-registered speaker is invited to speak at the meeting, but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed. Please note that Members connecting from mobile devices or tablets or through laptops etc connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - ix. Members desiring any information regarding the Financial Statements of the Company to be placed at the AGM are requested to write to the Company through email on riteshlimited8@gmail.com latest by 4 p.m. (IST) on September 24th, 2022 so as to enable the management to keep the information readily available at the meeting.
 - x. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at riteshlimited8@gmail.com. The same will be replied by the Company suitably.
 - xi. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
 - xii. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. After the Members participating through VC/OAVM facility, eligible and interested to cast votes, have cast their votes, the e-voting will be closed with the formal announcement of the closure of the 35th AGM of the Company.
 - xiii. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 35th AGM of the Company through VC/OAVM Facility.
- xiv. Members who need assistance before or during the AGM with use of technology, can send a request at helpdesk.evoting@cdslindia.com.
- 25. THE INTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**
- i. The remote e-voting period begins at 09:00 a.m. on Tuesday, 27th September, 2022 and ends at 05:00 p.m. on Thursday, 29th September, 2022. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 23rd September, 2022 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 09th December, 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.
 - iv. 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.
 - v. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 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.
 - vi. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting. 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 "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 or joining virtual meeting & voting during the meeting.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

26. LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING IN DEMAT FORM & PHYSICAL SHAREHOLDERS.

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on "Shareholders" module.
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- vi. If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual 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"> • 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.
Dividend Bank Details OR 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. 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 as mentioned in instruction (3).

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. 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.

- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. 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.

Facility for Non – Individual Shareholders and Custodians –Remote Voting

- i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- iii. 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.
- iv. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- v. 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.

- vi. Alternatively Non Individual shareholders are required 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 viz; riteshlimited8@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

- i. 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 at info@skylinerta.com.
- ii. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- iii. 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.
- iv. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.
- v. 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 or call on 022-23058542/43.

28. General Guidelines for shareholders

- i. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 - ii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evotingindia.com or send a request at helpdesk.evoting@cdslindia.com.
29. The scanned copies of Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and the relevant documents referred to in the accompanying notice/ explanatory statement will be made available at www.riteshindustries.us for inspection by the Members at the AGM, up to the date of this AGM. The same shall also be available for inspection upon login to CDSL e-voting system at <https://www.evotingindia.com>.
30. The compliance certificate issued by the Statutory Auditor as required under Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, based on the instructions of the Stock Exchange i.e. BSE Limited, related to issue of Optionally Fully Convertible Debentures on preferential basis is attached herewith for noting of the shareholders.

Independent Auditor's Certificate on the compliance with the conditions of proposed Private/ preferential allotment by Ritesh Properties and Industries Limited in terms of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018.

To,

The Board of Directors

Ritesh Properties and Industries Limited

11/5B, Pusa Road, New Delhi -110060

1. In connection with the proposed issuance of optionally fully convertible debentures by way of private/preferential issue on a private placement basis (hereinafter 'proposed preferential issue') of the Company, the Company is required to obtain a certificate from Statutory Auditors, with regard to compliance with the conditions of the proposed private/preferential issue, as per the requirements of sub-para 2 of para 163 of Part III of chapter V of the Security and Exchange Board of India (Issue of Capital and Disclosure Requirements) regulations 2018, as amended (the "ICDR Regulations").
2. The accompanying notice of EGM contains details of proposed preferential issue being made, as required by ICDR Regulations is prepared by the Management of the Company, which we have initialed for identification purposes only.

Management's Responsibility for the Statement

3. The preparation of the accompanying Statement, including the preparation and maintenance of all accounting and other relevant supporting records and documents, is solely the responsibility of the Management of the Company. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management is also responsible for ensuring that the Company complies with the below requirements of the ICDR Regulations:
 - i. Determine the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue;
 - ii. Determination of the minimum price of equity shares being higher of:
 - a. the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the twenty-six weeks preceding the relevant date; or

- b. the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date;
- iii. compliance with the requirements of the ICDR Regulations.

Auditor's Responsibility

5. Pursuant to the requirements of sub-para 2 of para 163 of Part III of chapter V of the ICDR Regulations, it is our responsibility to obtain limited assurance and conclude as to whether the details of the proposed private/preferential issue provided in the Statement is in accordance with the requirements of the ICDR Regulations as applicable to the preferential issue.
6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ('Guidance Note'), issued by the Institute of Chartered Accountants of India (the "ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements issued by ICAI
8. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence that vary in nature, timing and extent than a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement. Accordingly, we have performed the following procedures in relation to the Statement:
 - a. Noted the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed private/preferential issue;
 - b. Verified the calculation of the minimum price of the equity shares to be allotted in private/preferential issue in accordance with pricing formula given in 5(ii) above;
 - c. Obtained and read the statutory registers of the Company to note equity shares are fully paid up;

- d. Read the certified copy of the board resolution passed at the Board Meeting produced before us by the management containing the list of the Proposed Allottees.
- e. Read the certified copy of the notice of general meeting produced before us by the management.
- f. Recomputed the arithmetical accuracy of the Statement; and
- g. Conducted relevant management inquiries and obtained necessary representations.

Independent Auditor's Certificate on the compliance with the conditions of proposed private/preferential allotment by Ritesh Properties and Industries Limited in terms of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (Cont'd)

Conclusion

9. Based on our examination as above, and the information and explanations given to us, nothing has come to our attention that causes us to believe that the details of the proposed preferential issue provided in the Statement are not in accordance with the requirements of the ICDR Regulations as applicable to the private/preferential issue, except that the special resolution required for approval of shareholders for proposed preferential issue is yet to be passed as required by the ICDR Regulations

Restriction on distribution or use

10. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the ICDR Regulations. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have as statutory auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.
11. This certificate is addressed to and provided to the Board of Directors of the Company solely with the purpose of placing before shareholders' of the Company (on the website of the Company) so as to provide them requisite information for

approving the proposed preferential issue of OFCD and for the purpose of further submission to the stock exchanges and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For Khandelwal Jain & Co.
Chartered Accountants
Firm Registration No.: 105049W**

**Sd/-
Manish Kumar Singhal
Partner
Membership No.: 502570
UDIN: 22502570AEFPHG3796**

Date: 05/03/2022

Place: New Delhi

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETING ('SS-2')**ITEM NO. 3**

Sh. Roop Kishore Fatehpuria has a rich experience in the area of business of the Company. He has been associated with the Company since 2006 and since then the Company has been taking the advantage of his guidance and supervision. Mr. Fatehpuria's association with the Company as whole-time director would be beneficial to the Company and his continued support is required for further growth and development of the business of the Company. Under his supervision, there has been multifold capacity expansion across all businesses.

The present term of Mr. Fatehpuria as the Whole-time Director will expire on 31st August, 2023. Considering his immense contribution towards the operations of the Company, and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 06th September, 2022 approved and recommended the re-appointment of Mr. Fatehpuria as a wholetime director, who shall be liable to retire by rotation, for a further period of 3 years w.e.f. 01st September, 2023 to 31st August, 2026 as per the following terms of remuneration:

1. Salary: Rs. 1,65,000/- (One Lac Sixty-Five Thousand only) per month with such increments as the Board may decide from time to time subject to maximum ceiling of Rs. 2,00,000 (Rupees Two Lac only) per month;
2. Mr. Fatehpuria shall be entitled to the perquisites, benefits, and allowances as per the Policy for the employees of the Company;
3. He shall not be paid sitting fees for attending the meetings of the Board of Directors of the Company and committees thereof;
4. In the event of the Company incurring a loss or having inadequate profits in any financial year, the remuneration, perquisites, benefits, allowances and amenities payable to Sh. Fatehpuria as referred above, shall be the minimum remuneration and shall be in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 as amended from time to time.

The above may be treated as a written memorandum setting out the terms of re-appointment of Ms. Fatehpuria under Section 190 of the Companies Act, 2013.

In compliance of 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, the brief profile and relevant details and disclosures of Mr. Fatehpuria has been provided in annexure which shall form part of this explanatory statement.

The Board of Directors recommends the resolution set forth at Item No. 3 of the Notice for approval of the members by way of Special Resolution in the best interest of the Company.

Except Mr. Roop Kishore Fatehpuria, none of the Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the Notice.

ITEM NO. 4

Sh. Kavya Arora has been associated with the Company since 2011 and since then the Company has been taking the advantage of his guidance and supervision. Mr. Arora's association with the Company would be beneficial to the Company and his continued support is required for further growth and development of the business of the Company. Under his supervision, there has been multifold capacity expansion across all businesses.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 06th September, 2022, approved and recommended the appointment of Mr. Kavya Arora as a whole-time director, who shall be liable to retire by rotation, for a period of 3 years w.e.f. 01st April, 2023 to 31st March, 2026 as per the following terms of remuneration:

1. Salary: Rs. 7,00,000/- (Seven Lac only) per month with such increments as the Board may decide from time to time subject to maximum ceiling of Rs. 10,00,000/- (Rupees Ten Lac only) per month;
2. Mr. Arora shall be entitled to the perquisites, benefits, and allowances as per the HR Policy for the employees of the Company;
3. He shall not be paid sitting fees for attending the meetings of the Board of Directors of the Company and committees thereof;
4. In the event of the Company incurring a loss or having inadequate profits in any financial year, the remuneration, perquisites, benefits, allowances and amenities payable to Sh. Kavya Arora as referred above, shall be the minimum remuneration and shall be in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 as amended from time to time.

The above may be treated as a written memorandum setting out the terms of re-appointment of Ms. Mittal under Section 190 of the Companies Act, 2013..

Sh. Kavya Arora is son of Shri Sanjeev Arora, Chairman and Managing Director of the Company.

In compliance of 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, a brief profile and relevant details and disclosures of Mr. Kavya Arora has been provided in annexure which shall form part of this explanatory statement.

Except Mr. Kavya Arora and Mr. Sanjeev Arora, and their relatives, no other Director or Key Managerial Personnel of the Company or their relatives, is concerned or interested financially or otherwise, in the resolution proposed at Item No. 4 as contained in the Notice.

The Board recommends Item No. 4 as a Special Resolution for approval by the members of the Company.

Item No. 5

As per the provisions of Section 20 of the Companies Act, 2013 read with the rules made thereunder, a shareholder may request for any document through a particular mode, for which the shareholder shall pay such fees as may be determined by the Company in its annual general meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense that may be borne by the Company for such dispatch will be paid in

advance by the shareholder to the Company

The Board of Directors recommends passing of the Ordinary Resolution as set out at Item No. 5 of this Notice.

None of the Director of the Company, Key Managerial Personnel or their relatives, respectively, are in any way, financially or otherwise, concerned or interested in the proposed resolution.

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

Sd/-

(Sanjeev Arora)

Chairman-Cum-Managing Director

DIN: 00077748

**Hampton Court, Business Park,
Nh 05, Opp. Fortis Hospital,
Ludhiana-Chandigarh Road,
Ludhiana, Punjab-141123**

Place: Gurgaon

Date: 06.09.2022

Profile of the Directors, being appointed/re-appointed, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (ICSI)

Disclosures as required under Schedule V of the Act, 2013 for Mr. Kavya Arora and Mr. Roop Kishore Fatehpuria are given hereunder:

Name of the Director	Mr. Kavya Arora	Mr. Roop Kishore Fatehpuria
Father's Name	Mr. Sanjeev Arora	Late Sh. Sanwar Mal Fatehpuria
Date of Birth	September 15, 1987	September 02, 1953
Age	35 years	69 years
Date of first appointment	October 31, 2011	September 04, 2006
Brief resume and expertise in specific functional areas	Mr Kavya Arora (DIN:02794500), aged 34 years has an experience in business management of more than 14 years. Currently he is also involved in real estate activities of the Company. He looks into the financial affairs and business administration of the Company.	He has more than 48 years of Experience and possesses expert knowledge in the area of management. Prior to joining the Board of Ritesh Properties and Industries Limited (“RPIL”), he was associated with the Company and engaged in various important functions of RPIL viz. promoting brand building at national level, developing and execute marketing strategy, building and maintaining relationship with research organizations, advertising agencies and product promotional houses. His experience and guidance in the area of Business management is expected to continue to enhance our Company's image in the market significantly.
Qualification	He is graduated in Bachelor of Business Administration.	Graduation in Commerce from Rajasthan University in 1973.
Directorship held in other companies	7	Nil
Directorship held in listed companies	Nil	Nil
Chairman/ member of the committee of the Board of Directors of the Company	Chairman: Nil Member: a) Stakeholder Relationship Committee	Chairman: Nil Member: a) Stakeholder Relationship Committee b) Audit Committee
Chairman/ member of the committee of the Board of Directors of other companies in which he is a director	Nil	Nil
Chairman/ member of the committees of the Board of Directors along with listed entities from which the person has resigned in the past three years	Nil	Nil
Number of shares held in the Company as on March 31, 2022	7,13,455	Nil
No. of Board Meetings attended during the financial year 2021-22	6 out of 6 Meetings.	6 out of 6 Meetings.
Relationship with other Directors, Manager and KMPs of the Company	Son of Mr. Sanjeev Arora, Chairman Cum Managing Director of Company.	No Relationship
Terms & conditions of re-appointment	Please refer the explanatory statement	Please refer the explanatory statement

Statement as required under Schedule V of the Companies Act, 2013

I. General information:

1. Nature of Industry

Ritesh Properties and Industries Ltd (RPIL) is a leading public limited company with business interests in Real Estate & Fashion Industry. 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 Limited.

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:

(Amount in Lakhs)

Particulars	2021-22	2020-21	2019-20
Revenue from operations	13,617.47	11,732.62	10591.32
Profit Before Tax	2,498.69	2,663.12	177.17
Profit After Tax	2,379.10	2,230.37	165.92

5. Foreign Collaboration:

The Company does not have any foreign collaboration.

II. Information about the appointee:

1. Background details:

The details are already given in the foregoing paragraphs.

2. Past remuneration:

Mr. Kayva Arora	Mr. Roop Kishore Fatehpuria
i. FY 2021-22 – Rs. 72,00,000/-	i. FY 2021-22 – Rs. 19,30,000
ii. FY 2020-21 – Rs. 72,00,000/-	ii. FY 2020-21 – Rs. 18,32,600
iii. FY 2019-20 – Rs. 72,00,000/-	iii. FY 2019-20 – Rs. 18,60,000

3. Recognition or awards:

Mr. Kayva Arora	Mr. Roop Kishore Fatehpuria
Nil	Nil

4. Job profile and his suitability

Mr. Kayva Arora	Mr. Roop kishore Fatehpuria
Mr Kayva Arora has experience in business management of more than 16 years. Currently he is involved in real estate activities of the Company. He looks into the financial affairs and business administration of the Company.	Mr. Roop Kishore Fatehpuria has a rich experience in the area of business of the Company. He has been associated with the Company since 2006 and since then the Company has been taking the advantage of his guidance and supervision. Mr. Fatehpuria association and his continued support is required for further growth and development of the business of the Company.

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

Mr. Kayva Arora	Mr. Roop kishore Fatehpuria
For the responsibilities shouldered by Mr. Kavva Arora as Whole-Time Director of the Company in real estate activities and financial affairs and business administration of the Company, the remuneration of Mr. Kavva Arora compares favorably with the remuneration paid to the Whole-Time Directors / business heads of companies in similar industry having like sized and similarly positioned businesses including business volume, profit etc.	For the responsibilities shouldered by Mr. Roop Kishore Fatehpuria as Whole-Time Director of the Company is to execute the various day to day business affairs of the Company, the remuneration of Mr. Roop Kishore Fatehpuria compares favorably with the remuneration paid to the Whole-Time Directors / business heads of companies in similar industry having like sized and similarly positioned businesses including business volume, profit etc.
Hence, the Board of Directors considers that the remuneration being proposed is justified when compared with other organizations of the similar type, size and nature in the financial services industry.	Hence, the Board of Directors considers that the remuneration being proposed is justified when compared with other organizations of the similar type, size and nature in the financial services industry.

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

Mr. Kavya Arora	Mr. Roop Kishore Fatehpuria
Mr. Kavya Arora holds 7,13,455 equity shares in the Company and he is the son of Mr. Sanjeev Arora, Chairman Cum Managing Director of Company. Except for the above disclosures, and the proposed remuneration, Mr. Kavya Arora does not have any pecuniary relationship with the Company.	Except for the proposed remuneration, Mr. Roop Kishore Fatehpuria 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

The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, in case the business of the Company is impacted in future due to business environment during the period.

2. Steps taken or proposed to be taken for improvement:

The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The inherent strengths of the Company, especially its reputation as a premium producer and powerful brands are also expected to enable the Company to position itself during adversities. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line.

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 to 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.

Other parameters under Section 200 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. Financial and operating performance of the Company during the three preceding financial years:

Details provided in para (I)(4) above.

2. Remuneration or commission drawn by individual concerned in any other capacity from the Company:

Mr. Kavya Arora and Mr. Roop kishore Fatehpuria does not

draw remuneration in any other capacity from the Company.

3. Professional qualification and experience:

Please refer Para II above.

4. Relationship between remuneration and performance:

The financial performance of the Company and remuneration drawn by Mr. Kavya Arora and Mr. Roop kishore Fatehpuria during last 3 years is given below:

(In lakhs)

Particulars	2021-22 (Post-Merger)	2020-21 (Post-Merger)	2019-20 (Post-Merger)
Revenue from operations	13,617.47	11,732.62	10591.32
Profit Before Tax	2,498.69	2,663.12	177.17
Profit After Tax	2,379.10	2,230.37	165.92
Annual Remuneration drawn by Mr. Kavya Arora	72.00	72.00	72.00
Annual Remuneration drawn by Mr. Roop kishore Fatehpuria	19.30	18.33	18.60

5. The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company:

The Company has a strong performance management culture. Remuneration of Whole-time Directors, and Key Managerial Personnel(s) are governed by the Company's Board-approved Nomination and Remuneration Policy. Further, every employee undergoes evaluation of his/her performance against the goals and objectives for the year and increase in compensation. Additionally, industry benchmarks are used to determine the appropriate level of remuneration, from time to time.

6. Securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year:

As on date, Mr. Kavya Arora holds 7,13,455 shares in the Company and none of his shares in the Company has been pledged.

Mr. Roop kishore Fatehpuria does not hold any share in the Company.

By Order of the Board of Directors
For Ritesh Properties and Industries Limited
Sd/-
(Sanjeev Arora)
Chairman-Cum-Managing Director
DIN: 00077748
Hampton Court, Business Park,
Nh 05, Opp. Fortis Hospital,
Ludhiana-Chandigarh Road,
Ludhiana, Punjab-141123

Place: Gurgaon

Date: 06.09.2022