

HAMPTON SKY REALTY LIMITED

(Formerly known as Ritesh Properties and Industries Limited)

Regd. Office: 205, Second Floor, Kirti Mahal, Rajendra Place, Patel Nagar West, New Delhi, 110008

Corporate Office: Plot No. 312, Udyog Vihar, Phase -IV, Gurugram, 122015, Haryana,

CIN: L74899DL1987PLC027050, Website: www.riteshindustries.us

E-mail Id: riteshlimited8@gmail.com, Phone: +91 92123 59076

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra Ordinary General Meeting (“EGM”) of the Members of **Hampton Sky Realty Limited (“Company”)** (formerly known as Ritesh Properties and Industries Limited) will be held on **Thursday, 25th January, 2024 at 12:00 noon (IST)** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) (hereinafter referred to as “Notice”) to transact the following business:

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. DEVA PAMPAPATHI REDDY (DIN: 01939650) AS INDEPENDENT DIRECTOR OF THE COMPANY.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) read with rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and the provisions of Regulation 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable laws, upon recommendation of Nomination and Remuneration Committee and Board of Directors, Mr. Deva Pampapathi Reddy (DIN: 01939650), who was appointed by the Board of Directors as an additional director in the capacity of an Independent Director with effect from 27th October 2023, and who meets the criteria for independence ascribed under the Act and the Rules made thereunder and as ascribed under the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Independent Director, be and is hereby appointed and regularised as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) years with effect from 27th October 2023 to 26th October 2028.

RESOLVED FURTHER THAT the Board of Directors or any other person authorized by the Board be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to this resolution.”

By order of the Board of Directors
For **Hampton Sky Realty Limited**
(formerly known as Ritesh Properties and Industries Limited)

Sd/-
Tarandeep Kaur
Company Secretary and Compliance Officer

Place: Gurugram

Date: 29.12.2023

**Registered Office: 205, Second Floor,
Kirti Mahal, Rajendra Place,
Patel Nagar, New Delhi 110008**

Notes:

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 09/2023 dated 25th September 2023 read with General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022, 11/2022 dated 28th December 2022 and other applicable circulars (collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated 7th October 2023 read with SEBI Circular Nos. SEBI/ HO/ CFD/ CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 and other applicable circulars (“SEBI Circulars”) permitted the holding of an Extra Ordinary General Meeting (“EGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), MCA Circulars and SEBI Circulars, the EGM of the Company is proposed to be held through VC/OAVM.
2. An Explanatory Statement pursuant to Section 102 of the Act setting out material facts relating to Special Business under item no 1 of this Notice to be transacted at the EGM is annexed hereto. The recommendation of the Board of Directors of the Company (the “Board”) in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement.
3. The EGM 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 EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
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 ICSI 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 EGM and facility for those Members participating in the EGM to cast vote through e-voting system during the EGM. 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 EGM through VC/ OAVM facility and e-voting during the EGM. 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 14 to 17.
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 EGM. 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 EGM through VC/OAVM and participate and cast their votes through remote e-voting and e-voting during the EGM 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 EGM through VC/OAVM on its behalf and to vote through remote e-voting and e-voting during EGM, 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 EGM, 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.
8. Voting rights of the members for voting through e-voting shall be in proportion to their share in the paid-up Share Capital of the Company as on cut-off date i.e. Thursday, 18th January 2024.
9. 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 EGM.
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. 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 EGM in a fair and transparent manner. The Scrutinizer shall after the conclusion of e-voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting system and shall make a consolidated Scrutinizer's Report.
12. 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.
13. Ms. Tarandeep Kaur, Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this EGM including e-voting. The Members may contact at the following address: Name: Ms. Tarandeep Kaur; Designation: Company Secretary and Compliance Officer; Registered Office: 205, Second Floor, Kirti Mahal, Rajendra Place, Patel Nagar, New Delhi 110008, Delhi Email id: riteshlimited8@gmail.com; Contact No.: +91-9212359076.
14. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

- i. The Members are requested to join the EGM through VC/ OAVM mode by following the procedure as mentioned below which shall be kept open for the Members from 15 minutes before the time scheduled to start the EGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time of the commencement of the Meeting 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 EGM 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 EGM without restriction on account of first come first served basis.
- iii. In line with the MCA Circulars, the Notice calling the EGM 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 EGM 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 EGM 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 of the Company who holds shares, either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, 18th January 2024 shall be entitled to vote on the resolution proposed in this notice of AGM and the persons who are not members of the Company as on the aforesaid cut off date shall treat this notice for information purpose only.
- vi.** Members who would like to express their views or ask questions during the EGM 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 05:00 P.M. (IST) on Thursday, 18th January, 2024 will be able to speak at the meeting.
- vii.** Further, Members who would like to have their questions/queries responded to during the EGM are requested to send such questions/queries in advance within the aforesaid date and time, by following the similar process as stated above.
- viii.** Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- ix.** 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.
- x.** The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the EGM.
- xi.** In addition, the facility for voting through electronic voting system shall also be made available during the EGM. Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the EGM. Members who have voted through remote e-voting shall be eligible to attend the EGM, 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 EGM of the Company.
- xii.** Institutional Investors who are Members of the Company, are encouraged to attend and vote in the EGM of the Company through VC/OAVM Facility.
- xiii.** Members who need assistance before or during the EGM with use of technology, can send a request at helpdesk.evoting@cdslindia.com.

15. THE INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

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

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

- i. The remote e-voting period begins at 09:00 a.m. IST on Monday, 22nd January, 2024 and ends at 5:00 p.m. IST on Wednesday, 24th January, 2024. 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. Thursday, 18th January 2024 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
<p style="text-align: center;">Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The 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.</p> <p>2) 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</p>

	<p>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.</p> <p>3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. 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</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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.</p>

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

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

16. 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.

17. 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 EGM & 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.

18. 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
- iii. of www.evotingindia.com or send a request at helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD - 2 AS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA AND NOTIFIED BY THE CENTRAL GOVERNMENT

ITEM NO. 1:

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”) the Board of Directors of the Company on 27th October 2023 had appointed Mr. Deva Pampapathi Reddy (DIN: 01939650) as an Additional Director in the capacity of Independent Director, and subject to the approval of Members as Independent Director for a term of 5 consecutive years, with effect from October 27, 2023.

The Company has received *inter alia* the following disclosures/declarations from Mr. Deva Pampapathi Reddy:

- i. Consent in writing to act as Director in Form DIR-2;
- ii. A declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
- iii. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- v. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties as an Independent Director of the Company;
- vi. A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice under Section 160 of the Act in writing by a member proposing the candidature of Mr. Deva Pampapathi Reddy (DIN: 01939650) as Independent Director for a term of 5 consecutive years, with effect from October 27, 2023.

The Nomination and Remuneration Committee and the Board of Directors are of the view that Mr. Deva Pampapathi Reddy possesses the requisite skills and capabilities as required for this role and fulfils the criteria of Independence as specified under Section 149 of the Act and Regulation 16(1)(b) of Listing Regulations as amended from time to time, and is independent of the management.

The Board is of the view that his appointment as an independent director would be in the best interest of the Company and feels that the Company would immensely benefit from Mr. Deva Pampapathi Reddy’s appointment and accordingly recommends passing of resolution at **item no. 1** of the Notice for approval of the shareholders of the Company as a special resolution.

A copy of the draft letter for the appointment of Mr. Deva Pampapathi Reddy as an Independent Director setting out the terms and conditions is available for electronic inspection by the members during normal business hours on working days up to Thursday, January 25, 2024.

Other than Mr. Deva Pampapathi Reddy and his relatives, none of the directors, key managerial personnel or their relatives, are concerned or interested, financially or otherwise, in the above Resolution, if any, in the Company.

Details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be appointed.

S. No.	Particulars	Details
1.	Name and DIN	Mr. Deva Pampapathi Reddy (DIN: 01939650)

2.	Date of Birth/ Age	10-12-1958 (65 years)
3.	Nationality	Indian
4.	Date of appointment and term	Mr. Deva Pampapathi Reddy is appointed as an Non-Executive Independent Director of the Company effective from 27 th October 2023 for a term of 5 years.
5.	Brief Profile/ Resume (including qualifications and experience)	Mr. Deva Pampathi Reddy (D.P. Reddy) aged 65 years is a retired I.A.S. officer and also served as an Additional Chief Secretary cum Financial Commissioner in Punjab Government. He is proficient in English, Science and Law graduate with double masters (Economic and Geography) with proven records of accomplishment of delivering sustainable results in a time bound manner, revenue enhancement, innovative solutions and management skills.
6.	Expertise in specific functional Area	Revenue Enhancement and profitability, Strategic Planning, Business Strategy, and Financial management.
7.	Disclosure of relationship between directors (In case of Appointment)	Mr. Deva Pampapathi Reddy is not related to any Director of the Company.
8.	Shares held in the Company (including shareholding as a beneficial owner)	Nil
9.	No. of Board meetings attended during the year	Nil
10.	Terms & Conditions of appointment, including remuneration	Mr. Deva Pampathi Reddy shall be appointed as an independent director of the Company for a term of 5 (five) years with effect from 27 th October 2023 to 26 th October 2028 and he shall not liable to retire by rotation.
11.	Remuneration last drawn	NA
12.	Directorships held in other Companies (Listed/ Unlisted)	Nil
13.	Details of Listed entities from which he/she resigned during the last three years	Sab industries limited Hampton Sky Realty Limited (formerly known as Ritesh Properties and Industries Limited)
14.	Chairman/ Membership of Committees	Nil
15.	Other directorships	Nil
16.	Remuneration proposed to be paid	He will be entitled to receive sitting fee as may be determined by the Board of Directors of the Company.

By order of the Board of Directors
For **Hampton Sky Realty Limited**
(formerly known as Ritesh Properties and Industries Limited)

Sd/-
Tarandeep Kaur
Company Secretary and Compliance Officer

Place: Gurugram
Date: 29.12.2023

IMPORTANT COMMUNICATION TO SHAREHOLDERS

**Awareness about Online Resolution of Disputes in the Indian Securities Market through
Online Dispute Resolution ('ODR') Portal**

Securities and Exchange Board of India ('SEBI') vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 issued guidelines for online dispute resolution in the Indian securities market through the establishment of a common ODR Portal that uses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies / specified intermediaries/regulated entities in the securities market.

SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 further clarified that the investor shall first take up his/her/their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal <https://scores.gov.in/scores/Welcome.html>.

After exhausting the above options, if the investor is not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.

The SMART ODR Portal can be accessed at: <https://smartodr.in/login>.

Thanking you,
Yours faithfully,

For **Hampton Sky Realty Limited**
(formerly known as Ritesh Properties and Industries Limited)

Sd/-
Tarandeep Kaur
Company Secretary and Compliance Officer