

**Before the Hon'ble National Company Law Tribunal,
at New Delhi**

Company Application No. (CAA) 17/ND/2021

In the matter of the Companies Act, 2013

And

In the matter of Sections 230 to 232 and other applicable provisions of the
Companies Act, 2013 read with Companies (Compromises, Arrangements
and Amalgamations) Rules, 2016

And

In the matter of Scheme of Amalgamation

Amongst

Ritesh Spinning Mills Limited

(Transferor Company-1/Applicant Company-I)

And

Ritesh Impex Private Limited

(Transferor Company-2/Applicant Company-II)

And

H B Fibres Limited

(Transferor Company-3/ Applicant Company-III)

And

Ritesh Properties and Industries Limited

(Transferee Company/ Applicant Company-IV)

And

Their respective Shareholders and Creditors

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Filed by:



SP Singh Chawla

Chairman appointed for the meeting of
Equity Shareholder(s) of Transferee Company

Dated: April 9, 2021.

Place: New Delhi

**Before Hon'ble National Company Law Tribunal,
at New Delhi**

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Ritesh Properties and Industries Limited

(Transferee Company/ Applicant Company-IV)

And

Their respective Shareholders and Creditors

(For the sake brevity Applicant Company-I, Applicant Company-II, Applicant Company-III and Applicant Company-IV are hereinafter collectively referred to as “Applicant Companies” and the Transferor Company-1, Transferor Company-2 and Transferor Company-3 are hereinafter collectively referred to as “Transferor Companies”)

**REPORT OF RESULT BY CHAIRPERSON OF THE MEETING
OF EQUITY SHAREHOLDERS OF TRANSFEE COMPANY**

I, SP Singh Chawla, having been duly appointed vide order dated February 24, 2021 (“**Order**”) by this Hon’ble National Company Law Tribunal (“**Tribunal**”), to act as Chairman of the meeting of equity shareholder of Ritesh Properties & Industries Limited (“**Transferee Company**”), summoned by notice served individually upon them on March 3, 2021 and by advertisement published in Business Standard (English language, All Editions) and Jansatta (Hindi language, Delhi Edition) both dated March 4, 2021 for meeting held at 11:00 A.M. on April 3, 2021 at NCUI Auditorium & Convention Centre, 3, August Kranti Marg, New Delhi-110016, do hereby report to this Hon’ble Tribunal as follows:

1. That pursuant to the Order, notice for convening and holding meeting of the equity shareholder(s) of the Transferee Company along with (a) scheme of amalgamation (b) explanatory statement under section 230 of the Companies Act, 2013 read with section 102 of the Companies Act, 2013 (c) form of proxy and attendance slip and other relevant papers were dispatched through hand delivery to promoters, through e-mail to those equity shareholders whose e-mail addresses were updated in the records of the Registrar Transfer Agent and through courier whose e-mails were not available in the records of the Registrar Transfer Agent on March 3, 2021. A copy of the notice sent to the equity shareholder is annexed hereto as **Annexure 1**.
2. That pursuant to the Order, notice for convening meeting of the equity shareholders was also published in the newspapers namely, “Business Standard” (English language, All Editions) and “Jansatta” (Hindi language, Delhi Edition) on March 4, 2021. Copies of the publication in the newspapers namely, “Business Standard” (English language, All Editions) and “Jansatta” (Hindi language, Delhi Edition) is annexed herewith as **Annexure 2 (Colly.)**.
3. That in compliance of the Order, the meeting of the equity shareholders of the Transferee Company was convened, held and conducted under my supervision as also that of the Alternate Chairperson, Mr. Nitin Mishra and Ms. Avinash Kaur, Scrutinizer on Saturday, April 3, 2021 at 11:00 A.M. at NCUI Auditorium & Convention Centre, 3, August Kranti Marg, New Delhi 110016 to consider approval to the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres

Limited and Ritesh Properties and Industries Limited (“**Transferee Company**”) and their respective shareholders and creditors (“**Scheme**”).

4. That the proxy register maintained by the Transferee Company was called for after its closure 48 hours before the meeting. No proxy forms or authorized signatories had been received by the Transferee Company from its equity shareholders within the prescribed time (i.e. 48 hours prior to the commencement of the meeting).
5. That as per the Order, the quorum fixed for the meeting of the equity shareholders of the Transferee Company was 1,650 (One Thousand Six Hundred and Fifty) in number. At the scheduled time of the meeting i.e. 11:00 A.M. only 42 equity shareholders were present at the meeting thus the requisite quorum for the meeting was not present. In terms of the Order, the meeting was adjourned for half an hour and was re-constituted at 11.30 A.M., 50 (Fifty) shareholders present at 11:30 A.M. were deemed to be proper quorum. Attendance slips of the present equity shareholders is annexed hereto and marked as **Annexure 3(Colly.)**.
6. That voting rights were provided to the equity shareholders of the Transferee Company as on December 31, 2020.
7. That the Scheme was read out and explained to the equity shareholders at the meeting.
8. That no amendments in the Scheme were proposed by equity shareholder(s).
9. That thereupon the resolution on the Scheme was put to vote. The poll papers were duly distributed to the equity shareholders and the procedure to fill the poll papers was further explained to them. The equity shareholders were requested to cast their votes by way of Ballot papers “For” or “Against” the Scheme. The poll papers were dropped by the equity shareholders in my presence in the empty ballot box, which was before the commencement of the poll, shown to the equity shareholders and locked before casting of the votes.
10. Ms. Avinash Kaur, Practising Company Secretary, appointed by the Hon’ble Tribunal as Scrutinizer to scrutinize the poll papers was asked to report the result of the meeting. After the present equity shareholders dropped their ballots in the ballot box, the Scrutinizer

took charge of the ballot box and at the conclusion of the poll and verified the ballot papers. The voting in terms of the Order was also done through remote e-voting and postal ballot and the report relating to the same was also given and tendered by the appointed Scrutinizer. The consolidated report of the Scrutinizer is enclosed as **Annexure-4**.

11. In terms of the Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 issued by the Securities and Exchange Board of India (“**SEBI Circular**”), the Transferee Company was additionally required to obtain consent from majority of its public shareholders on the Scheme.
12. The majority of persons representing three-fourths in value of the equity shareholders/members, as the case may be, (or such persons unanimously) are of the opinion that the compromise or arrangement should be approved and agreed to. The result of the voting upon the said question was as follows.

*“**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon’ble National Company Law Tribunal, New Delhi Bench-II (“**NCLT**”) and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the “**Scheme**”), as circulated along with the notice of the meeting be and is hereby approved.*

***RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon’ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme.”*

13. The consolidated result of remote e-voting, postal ballot and voting by poll was provided to me by the Scrutinizer and is reproduced hereunder:

A. Summary of voting by public shareholders through remote e-voting, postal ballot and ballot paper at the Meeting:

Particulars	Number of Public Shareholders voted				Percentage
	Remote E- Voting	Postal Ballot	Poll at meeting	Total	
Assent	44	0	20	64	85.33
Dissent	11	0	0	11	14.67
Total	55	0	20	75	100
*Invalid	0	0	6	6	

Particulars	Number of valid votes cast by Public Shareholders				Percentage
	Remote E- Voting	Postal Ballot	Poll at meeting	Total	
Assent	6,69,709	0	764	6,70,473	99.96
Dissent	266	0	0	266	0.04
Total	6,69,975	0	764	6,70,739	100
*Invalid	0	0	114	114	-

B. Summary of voting by shareholders (Promoter + Public) through remote e-voting, postal ballot and ballot paper at the Meeting:

Particulars	Number of shareholders (Promoter + Public) voted				Percentage
	Remote E- Voting	Postal Ballot	Poll at meeting	Total	
Assent	57	0	20	77	87.5
Dissent	11	0	0	11	12.5
Total	68	0	20	88	100
*Invalid	0	0	114	114	-

Particulars	Number of valid votes cast by shareholders (Promoter + Public)				Percentage
	Remote E- Voting	Postal Ballot	Poll at meeting	Total	
Assent	67,52,199	0	764	67,52,963	99.99
Dissent	266	0	0	266	0.01
Total	67,52,465	0	764	67,53,229	100
*Invalid	0	0	114	114	-

* The details of invalid votes are not considered while computing final percentages.

14. The aforementioned proposed resolution shall be deemed to have been approved by the equity shareholders including public shareholders of the Company on the date of convening the meeting of equity shareholders with requisite majority of equity shareholders including public shareholders, exercising voting rights. Original

ballot papers of the equity shareholder are attached herewith and marked as **Annexure 5**.

15. The valid votes cast by the equity shareholder(s) of Transferee Company present/ represented/ through postal ballot and e-voting at the meeting indicates that the Scheme has been approved by the equity shareholders including public shareholders with requisite majority.



SP Singh Chawla

Chairman appointed for the meeting of
Equity Shareholder(s) of Transferee Company

Dated: April 9, 2021.

Place: New Delhi

Ritesh Properties and Industries Limited
Corporate Identity Number: L74899DL1987PLC027050
Registered Office: 11/5B, Pusa Road, New Delhi-110060, India
Tel: 011-41537951/9212359076; **E-mail:** riteshlimited8@gmail.com
Website: www.riteshindustries.us

NOTICE - EQUITY SHAREHOLDERS

RITESH PROPERTIES AND INDUSTRIES LIMITED

Venue	:	NCUI Auditorium & Convention Center, 3, August Kranti Marg, New Delhi- 110016.
Tel. no.	:	011-41537951/+91-9212359076
CIN	:	L74899DL1987PLC027050
Website	:	www.riteshindustries.us
E-mail	:	riteshlimited8@gmail.com

**MEETING OF THE EQUITY SHAREHOLDERS WHICH INCLUDES PUBLIC SHAREHOLDERS OF
RITESH PROPERTIES AND INDUSTRIES LIMITED**
*(Convened pursuant to Order dated 24th February, 2021 passed by the Hon'ble National
Company Law Tribunal, New Delhi, Bench-II)*

MEETING:

Day	:	Saturday
Date	:	3 rd April, 2021
Time	:	11.00 a.m. (1100 IST)
Venue	:	NCUI Auditorium & Convention Centre, 3, August Kranti Marg, New Delhi- 110016

POSTAL BALLOT AND E-VOTING:

Start Date and Time	:	4 th day of March, 2021 at 9.00 a.m. (0900 hours) (IST)
End Date and Time	:	2 nd day of April, 2021 at 5.00 p.m. (1700 hours) (IST)

Ritesh Properties and Industries Limited

Corporate Identity Number: L74899DL1987PLC027050

Registered Office: 11/5B, Pusa Road, New Delhi-110060, India

Tel: 011-41537951/9212359076; E-mail: riteshlimited8@gmail.com

Website: www.riteshindustries.us

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**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,
NEW DELHI, BENCH-II**

COMPANY APPLICATION NO. CA (CAA) 17/ND/2021

IN THE MATTER OF:

THE SCHEME OF AMALGAMATION OF:

RITESH SPINNING MILLS LIMITED having its registered office at 11/5B, Pusa Road, New Delhi-110060.

**... APPLICANT COMPANY I / TRANSFEROR COMPANY 1
AND**

RITESH IMPEX PRIVATE LIMITED having its registered office at 11/5B, Pusa Road, New Delhi-110060.

**... APPLICANT COMPANY II / TRANSFEROR COMPANY 2
AND**

H B FIBRES LIMITED having its registered office at 11/5B, Pusa Road, New Delhi-110060.

**... APPLICANT COMPANY III / TRANSFEROR COMPANY 3
AND**

RITESH PROPERTIES AND INDUSTRIES LIMITED having its registered office at 11/5B, Pusa Road, New Delhi-110060.

... APPLICANT COMPANY IV / TRANSFEREE COMPANY

**NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS (WHICH INCLUDES PUBLIC
SHAREHOLDERS) OF THE TRANSFEREE COMPANY**

To,

All the Equity Shareholders of Ritesh Properties and Industries Limited ("Transferee Company"):

NOTICE is hereby given that by an order dated 24th February, 2021 ("**Order**"), the Hon'ble National Company Law Tribunal, New Delhi, Bench-II ("**NCLT**") has directed a meeting to be held of the Equity Shareholders of the Transferee Company for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation ("**Scheme**") amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors. In pursuance of the said Order and as directed therein further notice is hereby given that a meeting of the Equity Shareholders of the Transferee Company will be held at NCUI Auditorium & Convention Centre, 3, August Kranti Marg, New Delhi- 110016, India on Saturday, the 3rd day of April, 2021 at 11.00 a.m. (1100 hours) (IST) at which time and place you are requested to attend. At the meeting, the following resolution will be considered and if thought fit, be passed, with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("**NCLT**") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "**Scheme**"), as circulated along with the notice of the meeting be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "**the Board**", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy provided that a proxy in the prescribed form i.e. Form MGT-11, duly signed by you or your authorized representative, is deposited at the registered office of the Transferee Company at **11/5B, Pusa Road, New Delhi-110060, India**, not later than 48 (forty eight) hours before the time fixed for the aforesaid meeting. The form of proxy is attached herewith as **Annexure 18** and can be obtained free of cost from the registered office of the Transferee Company or from the website of the Transferee Company i.e. www.riteshindustries.us

TAKE FURTHER NOTICE that in compliance with the provisions of (i) section 230(4) read with sections 108 and 110 of the Companies Act, 2013; (ii) rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) rule 22 read with rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (v) Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22nd December, 2020 issued by the Securities and Exchange Board of India, the Transferee Company has provided the facility of voting by postal ballot and e-voting so as to enable the Equity Shareholders, which includes the Public Shareholders (*as defined in the Notes below*), to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by Equity Shareholders of the Transferee Company to the Scheme shall be carried out through (i) postal ballot; (ii) remote e-voting; and (iii) polling paper at the venue of the meeting to be held on Saturday, the 3rd day of April, 2021.

Copies of the Scheme and of Explanatory Statement, under sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with requisite enclosures as indicated in the Index, can be obtained free of cost at the registered office of the Transferee Company at **11/5B, Pusa Road, New Delhi-110060, India**.

The Hon'ble NCLT has appointed undersigned as Chairman and Mr. Nitin Mishra, Advocate as an Alternate Chairperson and Ms. Avinash Kaur, Practicing Company Secretary as Scrutinizer for the said meeting of equity shareholders of the Transferee Company.

The Scheme, if approved in the aforesaid meeting, will be subject to the subsequent approval of the Hon'ble NCLT.

A copy of the Explanatory Statement, under sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Scheme and the other enclosures as indicated in the Index are enclosed.

Dated: 3rd day of March, 2021
Place: New Delhi

Sd/-
SP Singh Chawla
Advocate

Chairman appointed for the Meeting

Registered Office:
11/5B, Pusa Road,
New Delhi-110060

1. Please note that only member(s)/ proxies/ authorized representatives with attendance slips will be allowed in the area where meeting related functions will be held.
2. The members/ proxies/ authorized representatives are requested to carry their photo identity card recognized by Government Authorities (preferably Aadhar card) for easy identification.

Notes:

1. **Only registered equity shareholders of the Transferee Company may attend and vote either in person or by proxy (a proxy need not be an equity shareholder of the Transferee Company) or in the case of a body corporate or Registered Foreign Portfolio Investors ("RFPI") or Foreign Institutional Investors ("FII"), by a representative authorized under Section 113 of the Companies Act, 2013 at the meeting of the equity shareholders of the Transferee Company. The authorized representative of a body corporate/RFPI/FII which is a registered equity shareholder of the Transferee Company may attend and vote at the meeting of the equity shareholders of the Transferee Company provided a copy of the resolution of the Board of Directors or other governing body of the body corporate/RFPI/FII authorizing such representative to attend and vote at the meeting of the equity shareholders of the Transferee Company, duly certified to be a true copy by a Director, Manager, Secretary or other authorized officer of such body corporate/RFPI/FII, is deposited at the registered office of the Transferee Company not later than 48 (forty eight) hours before the scheduled time of the commencement of the meeting of the equity shareholders of the Transferee Company.**
2. As per section 105 of the Companies Act, 2013 read with the rules made thereunder, a person can act as proxy on behalf of not more than 50 (fifty) equity shareholders holding in aggregate, not more than 10% (ten percent) of the total share capital of the Transferee Company carrying voting rights. However, Equity shareholder(s) holding more than 10% (ten percent) of the total share capital of the Transferee Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or equity shareholder.
3. The form of proxy can be obtained free of charge from the registered office of the Transferee Company.
4. All alterations made in the form of proxy should be initialed.
5. The Hon'ble NCLT by its Order has directed that a meeting of the equity shareholders of the Transferee Company shall be convened and held at the NCUI Auditorium & Convention Center, 3, August Kranti Marg, New Delhi- 110016, India on Saturday, the 3rd day of April, 2021 at 11.00 a.m. (1100 IST) for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme. Equity shareholders would be entitled to vote in the said meeting either in person or through proxy.
6. In compliance with the provisions of (i) section 230(4) read with sections 108 and 110 of the Companies Act, 2013; (ii) rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) rule 22 read with rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) regulation 44 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (v) Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22nd December, 2020 issued by the Securities and Exchange Board of India, the Transferee Company has provided the facility of voting by postal ballot and e-voting so as to enable the equity shareholders, which includes the Public Shareholders (*as defined below*), to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by equity shareholders of the Transferee Company to the Scheme shall be carried out through (i) postal ballot or e-voting and (ii) polling paper at the venue of the meeting to be held on Saturday, the 3rd day of April, 2021.
7. A registered equity shareholder or his proxy, attending the meeting, is requested to bring the duly completed and signed Attendance Slip.
8. The registered equity shareholders who hold shares in dematerialized form and who are attending the meeting are requested to bring their DP ID and Client ID.
9. The registered equity shareholders are informed that in case of joint holders attending the meeting, only such joint holder whose name stands first in the Register of Members of the Transferee Company/ list of beneficial owners as received from Depository(ies) in respect of such joint holding, will be entitled to vote.
10. The documents referred to in the accompanying explanatory statement shall be open for inspection by the equity shareholders at the registered office of the Transferee Company between 11.00 a.m. to 5.00

p.m. on all working days (*Monday to Friday*) up to the date of the meeting.

11. Equity Shareholders (which includes Public Shareholders) holding equity shares as on 31st December, 2020, being the cut-off date, will be entitled to exercise their right to vote on the above resolution.
 12. The Notice, together with the documents accompanying the same, is being sent to all the equity shareholders either by registered post or speed post or by courier service or electronically by e-mail to those equity shareholders who have registered their e-mail ids with the Transferee Company/Registrar and Share Transfer Agents/ Depository(ies), whose names appear in the register of members/list of beneficial owners as received from Depository(ies) as on 31st December, 2020. The Notice will be displayed on the website of the Transferee Company at **www.riteshindustries.us** and on the website of CDSL i.e. www.cdslindia.com
 13. A person, whose name is not recorded in the register of members or in the register of beneficial owners maintained by Skyline Financial Services Private Limited, Registrar & Share Transfer Agent of the Transferee Company as on the cut-off date i.e. 31st December, 2020 shall not be entitled to avail the facility of e-voting or voting through postal ballot or voting at the meeting by polling paper to be held on 3rd April, 2021. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of equity shareholders (*which includes Public Shareholders*) as on 31st December, 2020. Persons who are not equity shareholders of the Transferee Company as on the cut-off date i.e. 31st December, 2020 should treat this notice for information purposes only.
 14. The voting by the equity shareholders (including the Public Shareholders) through the postal ballot or e-voting shall commence at 9.00 a.m. (0900 hours) (IST) on 4th day of March, 2021 and shall close at 5.00 p.m. (1700 hours) (IST) on 2nd April, 2021.
 15. The notice convening the meeting will be published through advertisement in (i) Business Standard (All Editions) in English language; and (ii) translation thereof in Jansatta (Delhi Edition) in Hindi language.
 16. Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22nd December, 2020 ("**SEBI Circular**") issued by the Securities and Exchange Board of India ("**SEBI**"), inter alia, provides that approval of Public Shareholders of the Transferee Company to the Scheme shall be obtained by way of voting through postal ballot and e-voting. Since, the Transferee Company is seeking the approval of its equity shareholders (which includes Public Shareholders) to the Scheme by way of voting through postal ballot and e-voting, no separate procedure for voting through postal ballot and e-voting would be required to be carried out by the Transferee Company for seeking the approval to the Scheme by its Public Shareholders in terms of SEBI Circular. The aforesaid notice sent to the Equity Shareholders (which includes Public Shareholders) of the Transferee Company would be deemed to be the notice sent to the Public Shareholders of the Transferee Company. For this purpose, the term "Public" shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term "Public Shareholders" shall be construed accordingly. In terms of SEBI Circular the Transferee Company has provided the facility of voting by postal ballot and e-voting to its Public Shareholders.
- The Hon'ble NCLT, by its order, has, *inter alia*, held that since the Transferee Company is directed to convene a meeting of its equity shareholders, which includes public shareholders, and the voting in respect of the equity shareholders, which includes public shareholders, is through postal ballot and e-voting, the same is in sufficient compliance of SEBI Circular.
17. In accordance with the provisions of sections 230–232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority of persons representing three fourth in value of the equity shareholders of the Transferee Company, voting in person or by proxy or by postal ballot or e-voting, agree to the Scheme.
 18. Further, in accordance with the SEBI Circular, the Scheme shall be acted upon only if the votes cast by the Public Shareholders in favor of the aforesaid resolution for approval of Scheme are more than the number of votes cast by the Public Shareholders against it.

19. The Transferee Company has engaged the services of CDSL for facilitating e-voting for the said meeting to be held on Saturday, the 3rd day of April, 2021. Equity shareholders desiring to exercise their vote by using e-voting facility are requested to follow the instructions mentioned in Notes below.
20. A postal ballot form along with self-addressed postage pre-paid envelope is also enclosed. Equity shareholders voting in physical form is requested to carefully read the instructions printed in the attached postal ballot form. Equity shareholders who have received the postal ballot form by e-mail and who wish to vote through postal ballot form, can also download the postal ballot form from the Transferee Company's website www.riteshindustries.us or seek duplicate postal ballot form from the Transferee Company.
21. Equity shareholders shall fill the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed postage pre-paid envelope to the Scrutinizer so as to reach the Scrutinizer before 5.00 p.m. on or before 2nd April, 2021 at 11/5B, 1st floor, Pusa Road, New Delhi-110060. Any postal ballot form received after the said date and time period shall be treated as if the reply from the equity shareholders has not been received.
22. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected by the Scrutinizer.
23. The vote on postal ballot cannot be exercised through proxy.
24. There will be only 1 (one) postal ballot form for every registered folio/client ID irrespective of the number of joint equity shareholders.
25. The postal ballot form should be completed and signed by the equity shareholders (as per specimen signature registered with the Transferee Company and/or furnished by the Depositories). In case, shares are jointly held, this form should be completed and signed by the first named equity shareholder and, in his/her absence, by the next named equity shareholder. Holder(s) of Power of Attorney ("PoA") on behalf of an equity shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Transferee Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by Companies, Societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the Board Resolution/ Authorization giving the requisite authority to the person voting on the postal ballot form.
26. The Hon'ble NCLT has appointed Ms. Avinash Kaur, Practicing Company Secretary for conducting the voting by way of Postal Ballot/ remote e-voting process/polling papers in a fair and transparent manner and to receive and scrutinize the completed Physical Postal Ballot Forms from the equity shareholders. The Physical Postal Ballot Form together with the self-addressed Business Reply Envelope are enclosed for use of shareholders.
27. The Scrutinizer will submit his combined report to the Chairman of the meeting after completion of the scrutiny of the votes cast by the equity shareholders, which includes Public Shareholders, of the Transferee Company through e-voting process, postal ballot and polling done at the meeting. The Scrutinizer will also submit a separate report with regard to the result of the postal ballot and e-voting, polling paper in respect of Public shareholders within 48 hours from the conclusion of the meeting. The Scrutinizer's decision on the validity of the vote (including e-votes) shall be final.
28. The equity shareholders of the Transferee Company (which includes Public Shareholders) can opt only one mode for voting i.e. by postal ballot or e-voting or voting at the venue of the meeting. If an equity shareholder has opted for e-voting, then he/she should not vote by postal ballot form also and vice versa. However, in case equity shareholder(s) (which includes Public Shareholder(s) cast their vote both via postal ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by postal ballot shall be treated as invalid.
29. The Equity Shareholders of the Transferee Company attending the meeting who have not cast their vote either through postal ballot or e-voting shall be entitled to exercise their vote at the venue of the meeting. Equity shareholders who have cast their votes through postal ballot or e-voting may also attend the meeting but shall not be entitled to cast their vote again. In case equity shareholder(s) (which

includes Public Shareholder(s) cast their vote both via postal ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by postal ballot shall be treated as invalid.

30. The voting through postal ballot and e-voting period will commence at 9.00 a.m. (0900 hours) (IST) on, Thursday, 4th day of March, 2021 and will end at 5.00 p.m. (1700 hours) (IST) on Friday, the 2nd April, 2021. During this period, the equity shareholders (which includes Public Shareholders) of the Transferee Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 31st December, 2020 may cast their vote electronically or by postal ballot. The e-voting module shall be disabled by CDSL for voting on 2nd April, 2021 at 5.00 p.m. (1700 hours). Once the vote on the resolution is cast by an equity shareholder, he or she will not be allowed to change it subsequently.
31. Any queries/grievances in relation to the voting by postal ballot or e-voting may be addressed to Ms. Taran Deep Kaur, Company Secretary of the Transferee Company at Plot No. 312, Udyog Vihar, Phase-IV, Gurugram, Haryana- 122015, or through email to riteshlimited8@gmail.com can also be contacted at 011-41537951/9212359076. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Mukesh Chauhan (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542) i.e. officials of CDSL or may contact Ms. Tarandeep Kaur, Company Secretary of the Company. .
32. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Mukesh Chauhan, Manager, official of CDSL, A-Wing, 25th Floor, Marathon Futurex, Mafatlal Mills 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.
33. In terms of Clause 16.6.3 of Secretarial Standard-2, the resolution shall be deemed to have been passed on the last date specified by the Company for receipts of duly completed Postal Ballot Forms or e-voting i.e. 2nd day of April, 2021 in the event, the draft resolution is assented to by the requisite majority of shareholders.

34. The instructions for shareholders voting through electronic means e-voting:

- (a) The voting period begins on Thursday, March 4, 2021, 9.00 a.m. (IST) onwards and ends on Friday, April 2, 2021, 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of December 31, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (b) The shareholders should log on to the e-voting website www.evotingindia.com.
- (c) Click on “Shareholders” module.
- (d) 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.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login – My easi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (e) Next enter the Image Verification as displayed and Click on Login.
- (f) 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.

(g) If you are a first time user follow the steps given below:

	For Shareholders holding shares in DEMAT Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both DEMAT shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by
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 (v).

(h) After entering these details appropriately, click on “SUBMIT” tab.

(i) 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.

(j) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(k) Click on the EVSN for the relevant “Ritesh Properties and Industries Limited” on which you choose to vote.

(l) 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.

(m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(n) 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.

(o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(p) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(q) 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.

(r) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id at riteshlimited8@gmail.com / info@skylinerta.com.
2. For Demat shareholders -, please provide DEMAT account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id at riteshlimited8@gmail.com / info@skylinerta.com.

(a) Note for Non – Individual Shareholders and Custodians

- (i) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- (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.

In case of any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

35. The physical postal ballots shall be emailed at the registered office of the Transferee Company.
36. The results, together with the Scrutinizer’s report, will be displayed on the website of Ritesh Properties and Industries Limited i.e. Transferee Company i.e., www.riteshindustries.us and also on the website of CDSL i.e., www.evotingindia.com, besides being communicated to BSE on which the shares of the Transferee Company are listed.

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,
NEW DELHI, BENCH-II**

COMPANY APPLICATION NO. CA (CAA) 17/ND/2021

IN THE MATTER OF:

THE SCHEME OF AMALGAMATION OF:

RITESH SPINNING MILLS LIMITED having its registered office at 11/5B, Pusa Road, New Delhi-110060.

**... APPLICANT COMPANY I / TRANSFEROR COMPANY 1
AND**

RITESH IMPEX PRIVATE LIMITED having its registered office at 11/5B, Pusa Road, New Delhi-110060.

**... APPLICANT COMPANY II / TRANSFEROR COMPANY 2
AND**

H B FIBRES LIMITED having its registered office at 11/5B, Pusa Road, New Delhi-110060.

**... APPLICANT COMPANY III / TRANSFEROR COMPANY 3
AND**

RITESH PROPERTIES AND INDUSTRIES LIMITED having its registered office at 11/5B, Pusa Road, New Delhi-110060.

... APPLICANT COMPANY IV / TRANSFeree COMPANY

EXPLANATORY STATEMENT UNDER SECTIONS 230(3), 232(1) AND (2) AND 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1. Pursuant to the Order passed by the Hon'ble National Company Law Tribunal, New Delhi, Bench-II (the "NCLT") in the Company Application No. CA(CAA) 17/ND/2021 dated 24th February, 2021 ("Order") a meeting of the Equity Shareholders of the Ritesh Properties and Industries Limited (hereinafter referred to as the "Transferee Company" or "Applicant Company IV" as the context may admit), is being convened and held at NCUI Auditorium & Convention Center, 3, August Kranti Marg, New Delhi- 110006, India, on Saturday, the 3rd day of April, 2021 at 11.00 a.m. (1100 hours) for the purpose of considering and, if thought fit, approving with or without modification(s), the proposed Scheme of Amalgamation amongst Ritesh Spinning Mills Limited ("Transferor Company 1"), Ritesh Impex Private Limited ("Transferor Company 2"), H B Fibres Limited ("Transferor Company 3") and Ritesh Properties and Industries Limited ("Transferee Company") and their respective shareholders and Creditors ("Scheme") under sections 230 to 232 of the Companies Act, 2013 (the "Act") (including any statutory modification or re-enactment or amendment thereof) read with the rules made thereunder [For the sake of brevity, Transferor Company 1, Transferor Company 2 and Transferor Company 3, are hereinafter collectively referred to as "Transferor Companies"]. Further, the Transferor Companies and the Transferee Company are together referred to as the "Companies"]. Equity shareholders would be entitled to vote in the said meeting either in person or through proxy.
2. In terms of the said Order, NCLT, has appointed, Mr. SP Singh Chawla, Advocate as the Chairman and Mr. Nitin Mishra, Advocate as alternate Chairperson and Ms. Avinash Kaur, Practicing Company Secretary as Scrutinizer of the meeting of the equity shareholders of the Transferee Company.
3. This statement is being furnished as required under sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the "Rules").
4. In addition, the Transferee Company is seeking the approval of its equity shareholders to the Scheme by way of voting through postal ballot or remote e-voting or polling paper. Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22nd December, 2020 ("SEBI Circular") issued by the Securities and Exchange Board of India ("SEBI"), inter alia, provides that approval of Public Shareholders of the Transferee Company to the Scheme shall be obtained by way of voting through postal ballot and e-voting. Since, the Applicant Company is seeking the approval of its equity shareholders (which includes Public Shareholders) to the Scheme by way of voting through postal ballot and e-voting, no separate procedure for

voting through postal ballot and e-voting would be required to be carried out by the Transferee Company for seeking the approval to the Scheme by its Public Shareholders in terms of SEBI Circular. The notice sent to the equity shareholders (which include Public Shareholders) of the Transferee Company would be deemed to be the notice sent to the Public Shareholders of the Transferee Company.

5. For this purpose, the term "Public" shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term "Public Shareholders" shall be construed accordingly.
6. NCLT, by its Order, has, inter alia, held that since the Transferee Company is directed to convene a meeting of its equity shareholders, which includes Public Shareholders, and the voting in respect of the equity shareholders, which includes Public Shareholders, is through postal ballot and e-voting, the same is in sufficient compliance of SEBI Circular.
7. The scrutinizer appointed for conducting the postal ballot and e-voting process will however submit his separate report to the Chairman of the Transferee Company after completion of the scrutiny of the postal ballot including e-voting submitted/cast by the Public Shareholders so as to announce the results of the postal ballot and e-voting exercised by the Public Shareholders of the Transferee Company.
8. In terms of the SEBI Circular, the Scheme shall be acted upon only if the votes cast by the Public Shareholders in favour of the resolution for approval of Scheme are more than the number of votes cast by the Public Shareholders against it.
9. A copy of the Scheme setting out in detail the terms and conditions of the arrangement, inter alia, providing for the proposed Scheme of Amalgamation amongst Ritesh Spinning Mills Limited ("**Transferor Company 1**"), Ritesh Impex Private Limited ("**Transferor Company 2**"), H B Fibres Limited ("**Transferor Company 3**") and Ritesh Properties and Industries Limited ("**Transferee Company**") and their respective shareholders and Creditors, which has been approved by the Board of Directors of the Transferee Company at its meeting held on, September 18, 2018 is attached to this Notice and forms part of this explanatory statement.

BACKGROUND OF THE COMPANIES

10. The details of the Transferee Company/ Applicant Company-IV are given as under:-

- (a) **Corporate Identification Number (CIN):** L74899DL1987PLC027050;
- (b) **Permanent Account Number:** AAACR143M;
- (c) **Name:** Ritesh Properties and Industries Limited;
- (d) **Date of incorporation:** February 19, 1987;
- (e) **Type of company:** Listed company (Scrip Code:- 526407);
- (f) **Registered Office:** 11/5B, First Floor, Pusa Road, New Delhi-110060, India;
- (g) **Email-id:** riteshlimited8@gmail.com;
- (h) **Details of capital structure:** The Capital Structure of Transferee Company as on December 31, 2020, is as under:

Particulars	Amount (in Rs.)
Authorized Share Capital:	
15,000,000 equity shares of Rs. 10/- each	150,000,000
Total	150,000,000
Issued Share Capital:	
11,590,958 Equity Shares of Rs.10/-each	115,909,580
Total	115,909,580

The authorized share capital of the Transferee Company has been increased to Rs. 21,00,00,000/- subsequent to the shareholders' approval in the AGM for the FY 2019-20 held on December 28, 2020.

Subsequent to the aforesaid, there has been no change in the authorized and issued, subscribed and paid up share capital of the Transferee Company till the date of issue of this notice.

(i) Main Objects as per the Memorandum of Association of the Transferee Company:

The main objects of Transferee Company as set out in Clause III (A) of the Memorandum of Association are as under:

- "1. To grow, cultivate, produce, buy, procure, sell, import, export, or otherwise deal in wheat, rice, cotton, grain, and other food grains and cereals of all description.*
- 2. To establish, install and run flour mills and oil presses and to produce, manufacture, procure, buy, sell, import, export or otherwise deal in flour, maida, suzi, bran, animal and poultry feed and other wheat products.*
- 3. To carry on the business of grinding corn and other produce and milling and manufacturing business in the preparation of grain and cereals produce and bye-products thereof.*
- 4. To produce manufacture, crush, extract, refine, develop, process or otherwise acquire import, export, sell distribute and distrait or otherwise deal in extraction of oil from rice bran and all kinds of oils, oil cakes, vegetables ghee, rapeseed, cotton seed, cake, food products and other oleaginous and saponaceous substances and all kinds of unguent bye-products and ingredients thereof.*
- 5. To manufacture machinery for use in the processing of agricultural produce.*
- 6. To carry on the business of ginning, pressing or otherwise deal in cotton.*
- 7. To carry on the business of spinning, weaving, manufacturing or dealing in jute, sugar, hemp, cotton, wool, silk or any other substance and the cultivation thereof and the business of buyers and sellers of any such fibrous substances or manufacturing, preparing, dyeing or coloring, processes and mercantile businesses that may be necessary or expedient thereof.*
- 8. To carry in the business(es) as manufacturers and producers, importers and exporters, buyers and sellers, stockists, suppliers, users, wholesale and retail dealers and workers in sugar, dairy products, wine, beer, spirits, vegetable oils, fruit juices, cordial jellies, marmalades, pickles, tea, coffee, coco, vegetables, fruits, grams, wheat, maize, barley, oat, cotton, jute and other agriculture projects.*
- 9. To carry on the business of real estate and properties including, purchase of real estate, development of land/ premises/ buildings/ industrial parks/ IT parks, creation of plots for the sale , lease, rent & to carry on the business of colonisers & developers, construction of commercial/ industrial, residential buildings, sale and purchase of properties on commission basis etc."*

(j) Nature of the business carried on by the Transferee Company:

The Transferee Company/ Applicant Company-IV is widely engaged in 3 business segments viz., textile business, investment business and real estate business & development of business parks.

(k) Names of the present Promoters along with their residential addresses:

S. No.	Name	Address
1.	Mr. Sanjeev Arora	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur, Gurgaon, Haryana-122002.
2.	Mr. Kavya Arora	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur, Gurgaon, Haryana-122002.
3.	Ms. Ketki Gupta	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur, Gurgaon, Haryana-122002.
4.	Ms. Sandhya Arora	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur, Gurgaon, Haryana-122002.
5.	M/s Femella Fashions Limited	11/5B, 1 st Floor, Pusa Road, New Delhi- 110060
6.	M/s Ritesh Spinning Mills Limited	11/5B, Pusa Road, New Delhi-110060
7.	Sanjeev Arora HUF	Hampton Court, Business Park, Ludhiana Chandigarh Road, Ludhiana-141123.

8.	Mr. Guneet Arora	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur, Gurgaon, Haryana-122002.
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(l) Names of the present Directors along with their DIN and residential addresses:

S. No.	Name	DIN	Address
1.	Mr. Sanjeev Arora	00077748	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur, Gurgaon, Haryana-122002.
2.	Mr. Kavya Arora	02794500	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur, Gurgaon, Haryana-122002.
3.	Mr. Roop Kishore Fatehpuria	00887774	375, CX-Ext. B, P.S. Model Town, Ludhiana-141008.
4.	Mr. Surendar Kumar Sood	01091404	4275, Street No. 7, Durga Puri, Haibowal Kalan, Ludhiana-141001
5.	Mr. Deva Pampapathi Reddy	01939650	House No. 1015, Sector-24B, Chandigarh-160023.
6.	Mr. Gurpreet Singh Brar	06597336	86-G, B.R.S Nagar, Ludhiana-141001
7.	Ms. Shweta Sehgal	06970433	223, G.F Tagore Park, Delhi
8.	Mr. Rohit Kumar Maggu	07729856	6013/3, First Floor, Santushi Apartment, Vasant Kunj, Vasant Vihar, South West Delhi-110070.

(m) Details of change of name of the Transferee Company in the last five years:

There is no change in the name of the Transferee Company in last five years.

(n) Details of change of registered office of Transferee Company in the last five years:

There is no change in the address of the Transferee Company in last five years.

(o) Details of change of Objects of the Transferee Company in the last five years:

There is no change in the object clause of the Transferee Company in last five years.

(p) Date of Board Meeting at which the Scheme was approved: September 18, 2018.

(q) The directors who gave their assent/ dissent: Scheme was approved unanimously by all the directors of the Transferee Company.

(r) Amount due to Secured Creditors of the Transferee Company as on December 31, 2019:

Amount due to secured creditors of the Transferee Company as on December 31, 2019 is Rs. 1,47,44,803/- (Rupees One Crore Forty Seven Lakhs Forty Four Thousand Eight Hundred and Three only)

(s) Amount due to Unsecured Creditors of the Transferee Company as on December 31, 2019:

Amount due to the unsecured creditors of Transferee Company as on December 31, 2019 is Rs 4,83,43,278/- (Rupees Four Crores Eighty Three Lakhs Forty Three Thousand Two Hundred and Seventy Eight only).

(t) The Net Worth of the Transferee Company as on December 31, 2020:

Particulars	Amount (in Rs.)
Equity Share Capital	115,909,580
Surplus in Profit and Loss Account	-
Net worth	34,96,56,672

A copy of quarterly financial results along with limited review report and net-worth certificate of the Transferee Company for the period April 1, 2020 to December 31, 2020 is annexed herewith and marked as **Annexure 13**.

(u) Disclosure about the effect of Scheme on the material interests of Directors/ KMP etc.:

Kindly refer the report adopted by the Restructuring Committee of Transferee Company held on September 18, 2018 annexed herewith as **Annexure 9**.

11. The details of the Transferor Company 1/ Applicant Company-I are given as under:-

- (a) Corporate Identification Number (CIN):** U74899DL1994PLC146637;
- (b) Permanent Account Number:** AADCR9515P;
- (c) Name:** Ritesh Spinning Mills Limited;
- (d) Date of incorporation:** May 31, 1994;
- (e) Type of company:** Public limited company;
- (f) Registered Office:** 11/5B, First Floor, Pusa Road, New Delhi-110060, India;
- (g) Email-id:** riteshlimited8@gmail.com;
- (h) Details of capital structure:** The Capital Structure of Transferor Company 1 as on December 31, 2021, is as under:

Particulars	Amount (in Rs.)
Authorized Share Capital:	
21,00,000 equity shares of Rs. 10/- each	2,10,00,000
Total	2,10,00,000
Issued Share Capital:	
5,00,00 equity shares of Rs. 10/- each	50,00,000
Total	50,00,000

Subsequent to the aforesaid date, there has been no change in the authorized and issued, subscribed and paid up share capital of the Transferor Company 1 till the date of issue of this notice.

(i) Main Objects as per the Memorandum of Association of the Transferor Company 1:

The main objects of Transferor Company 1 as set out in Clause III (A) of the Memorandum of Association are as under:

"1. To carry on the business of exporters and of spinners, weavers, knitters, manufacturers, ginner, balers, doublers, wool combers, pressers of all cotton, jute, silk, hemp, wool, hair, rayon acrylic yarn and other item including man-made fibres any natural fibres and the business of buyers and sellers of, and dealers in cotton, jute, silk, flax, hemp, wool, hair, rayon and any other fibrous materials and transacting all manufacturing, preparing, colouring, dyeing and bleaching process and purchasing and vending the raw materials therefrom and purchasing, combing, preparing, spinning, weaving, dyeing, bleaching, printing, manufacturing, selling and otherwise dealing in fibre, yarn, linen cloth and other goods and fabrics made from cotton, jute, flax, hemp, wool, hair, rayon and other fibres or fibrous substances including, man-made fibres weaving, and otherwise manufacturing, buying, selling and dealing in all kinds of clothes and fabrics, whether textiles, felted, netted or looped and vitriol, beaching, sizing, dyeing, printing and other processing materials.

2. To manufacture, produce, process, with or without foreign collaboration and to purchase, sell, import, export or otherwise to deal in all types of hosiery knitwears, textiles and cloth including furnishing fabrics in India or elsewhere in India or elsewhere in the world.

3. To make, manufacture, produce, purchase, sell, import, export or otherwise deal in all types of raw materials, stores, goods, products including caprolactam, ethylene-diamine, adipic acid, dimethyl terephthalate, acrylonitrile and other allied chemicals required for the manufacture of the textile products.

4. To carry on the business of exporters and of manufacturing, buying, selling, exchanging, converting, altering, importing, exporting, processing, twisting or otherwise handling or dealing in manmade fibers including regenerated cellulose, rayon, nylon, polyester and the like; and other nylon tyre chord, fabrics, silks, staple fibers, acrylic fibers and tops and such other fibers of fibrous material or allied products, byproducts or substance or substitute for all or any of them or yarns for textiles or otherwise.

5. To carry on the business of dress makers, clothiers, tailors, outfitters, costumiers, makers of garments, wearing apparel, lingerie and trimmings of every kinds, corset makers, glovers, lace manufacturers, leather dressers, furriers, haberdashers, hosiers, hatters, boots and shoe manufacturers, drapers and furnishers and fashion designers and manufacturers of and dealers in similar articles products and things, (including articles made from wool, leather and skins) for personal or household use and consumption."

(j) Nature of the business carried on by the Transferor Company 1:

The Applicant Company-I/ Transferor Company 1 is engaged in the business of spinning, weaving and finishing of textiles. Apart from the aforesaid business, the Applicant Company-I is also engaged in the business of real estate.

(k) Names of the present Promoters along with their residential addresses:

S. No.	Name	Address
1.	Mr. Sanjeev Arora	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur, Gurgaon, Haryana-122002.
2.	Ms. Sandhya Arora	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur, Gurgaon, Haryana-122002.
3.	Mr. Guneet Arora	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur, Gurgaon, Haryana-122002.
4.	Ms. Ketki Gupta	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur, Gurgaon, Haryana-122002.
5.	Mr. Kavya Arora	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur, Gurgaon, Haryana-122002.
6.	Baby Arya Arora	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur, Gurgaon, Haryana-122002.

(l) Names of the present Directors along with their DIN and residential addresses:

S. No.	Name	DIN	Address
1.	Mr. Sanjeev Arora	00077748	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur, Gurgaon, Haryana-122002.
2.	Mr. Kavya Arora	02794500	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur, Gurgaon, Haryana-122002.
3.	Ms. Ketki Gupta	06814775	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur, Gurgaon, Haryana-122002.

(m) Details of change of name of the Transferor Company 1 in the last five years:

There is no change in the name of the Transferor Company 1 in last five years.

(n) Details of change of registered office of Transferor Company 1 in the last five years:

There is no change in the address of the Transferor Company 1 in last five years.

(o) Details of change of Objects of the Transferor Company 1 in the last five years:

There is no change in the object clause of the Transferor Company 1 in last five years.

(p) Date of Board Meeting at which the Scheme was approved: September 18, 2018.

- (q) **The directors who gave their assent/ dissent:** Scheme was approved unanimously by all the directors of the Transferor Company 1.
- (r) **Amount due to Secured Creditors of the Transferor Company 1 as on December 31, 2019:**
There are no secured creditors of the Transferor Company 1 as on December 31, 2019.
- (s) **Amount due to Unsecured Creditors of the Transferor Company 1 as on December 31, 2019:**
Amount due to the unsecured creditors of Transferor Company 1 as on December 31, 2019 is Rs 10,12,43,077/- (Rupees Ten Crores Twelve Lakhs Forty Three Thousand and Seventy Seven only).
- (t) The Transferor Company No. 1 has issued 59,976 compulsorily convertible debentures of Rs. 5,000/- each to its Promoter namely, Mr. Sanjeev Arora.
- (u) **The Net Worth of the Transferor Company 1 as on December 31, 2020:**

Particulars	Amount (in Rs.)
Equity Share Capital	50,00,000
Surplus in Profit and Loss Account	7,54,36,487
Net worth	4,05,87,387

A copy of provisional financial statement of the Transferor Company 1 for the period April 1, 2020 to December 31, 2020 is annexed herewith and marked as **Annexure 10**.

- (v) **Disclosure about the effect of Scheme on the material interests of Directors/ KMP etc.:**
Kindly refer the report adopted by the board of directors of Transferor Company 1 held on September 18, 2018 annexed herewith as **Annexure 6**.

12. The details of the Transferor Company 2/ Applicant Company-II are given as under:-

- (a) **Corporate Identification Number (CIN):** U51311DL1994PTC269851;
- (b) **Permanent Account Number:** AACCR6259B;
- (c) **Name:** Ritesh Impex Private Limited;
- (d) **Date of incorporation:** April 27, 1994;
- (e) **Type of company:** Public limited company;
- (f) **Registered Office:** 11/5B, First Floor, Pusa Road, New Delhi-110060, India;
- (g) **Email-id:** riteshlimited8@gmail.com;
- (h) **Details of capital structure:** The Capital Structure of Transferor Company 2 as on December 31, 2021, is as under:

Particulars	Amount (in Rs.)
Authorized Share Capital:	
5,000 equity shares of Rs. 10/- each	5,00,000
Total	5,00,000
Issued Share Capital:	
1,080 equity shares of Rs. 10/- each	1,08,000
Total	1,08,000

Subsequent to the aforesaid date, there has been no change in the authorized and issued, subscribed and paid up share capital of the Transferor Company 2 till the date of issue of this notice.

(i) Main Objects as per the Memorandum of Association of the Transferor Company 2:

The main objects of Transferor Company 2 as set out in Clause III (A) of the Memorandum of Association are as under:

"1. To carry on in India or at any other place the business of buying, selling, import, export, traders in all kinds of Readymade Garments, cloth, linen, sarees, nylon, rayons, decron and other synthetics fibres and fibrous substances, silk mergers weavers, flax, hemp and jute

spinners, worsted spinners, wool spinners, wool combers and to manufacture, buy, sell, import, export and deal in products fabrics (whether felted, and articles manufactured or made from the said materialism textiles, yarn and other netted or looped) including from substances thereof suitings and shirtings of all types.

2. To carry on the business of importer, exporter, buyers, sellers and ealers in Acrylic yarn, acrylic top, woolen yarn, cotton yarn, natural fibres yarn, Man made fibre yarn dyeing and processing of yarn tops, mustered yarns, fabrics, sale of yarn or other manufactured products made from the said substances or other similar products.

3. To carry on the business of merchant business of woolen fabrics, synthetic fabrics, cotton fabrics, man made fabrics and dyeing, finishing, processing and sizing of all types of yarn and fabrics and to manufacture, import, export.

4. To carry on all or any of the business of buying, selling, distributing, importing, exporting traders, merchants and on commission basis (in whole sale or retail) and in Men's Women's children's, knitwear, hosiery, wearing apparels, readymade garments, upper and under wears, blankets, mufflers, shawls, jerseys, or any other kinds of wears made from natural or synthetic or manmade fibers of all kind and description like woolen cotton, polyester, angora, mohair & nylon.

5. To carry on any nature of the agency business of yarn & all type of cotton & synthetic textile.

6. To carry on the business of dealing in acrylic yarn, acrylic top, woolen yearn, cotton yarn, natural fibres, yarn, Man made fibre yarn dyeing and processing of yarn tops, mustered yarn, fabrics, sale or yarn or other manufactured products made from the said substances or other similar products.

7. To carry on the business of real estate, and properties including purchase of real estate, development of land/premises/buildings/industrial park/IT parks, creation of plots for sale, lease rent & to carry on the business of colonizers & developers, construction of commercial/industrial residential buildings, sale and purchase of properties on commission basis etc."

(j) Nature of the business carried on by the Transferor Company 2:

The Applicant Company-I/ Transferor Company 2 is engaged in the business of buying, selling, import, export and acting as a trader of all kinds of readymade garments, cloth, linen, etc. Apart from the aforesaid business, the Applicant Company-II is also engaged in the business of real estate.

(k) Names of the present Promoters along with their residential addresses:

S. No.	Name	Address
1.	Mr. Sanjeev Arora	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur (67), Gurgaon, Haryana-122002
2.	M/s Femella Fashions Limited	11/5B, 1 st Floor, Pusa Road, New Delhi- 110005

(l) Names of the present Directors along with their DIN and residential addresses:

S. No.	Name	DIN	Address
1.	Mr. Sanjeev Arora	00077748	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur (67), Gurgaon, Haryana-122002.
2.	Mr. Kavya Arora	02794500	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur (67), Gurgaon, Haryana-122002.

(m) Details of change of name of the Transferor Company 2 in the last five years:

There is no change in the name of the Transferor Company 2 in last five years.

(n) Details of change of registered office of Transferor Company 2 in the last five years:

There is no change in the address of the Transferor Company 2 in last five years.

(o) Details of change of Objects of the Transferor Company 2 in the last five years:

There is no change in the object clause of the Transferor Company 2 in last five years.

(p) Date of Board Meeting at which the Scheme was approved: September 18, 2018.

(q) The directors who gave their assent/ dissent: Scheme was approved unanimously by all the directors of the Transferor Company 2.

(r) Amount due to Secured Creditors of the Transferor Company 2 as on December 31, 2019:

There are no secured creditors of the Transferor Company 2 as on December 31, 2019.

(s) Amount due to Unsecured Creditors of the Transferor Company 2 as on December 31, 2019:

Amount due to the unsecured creditors of Transferor Company 2 as on December 31, 2019 is Rs 72,01,694/- (Rupees Seventy Two Lakhs One Thousand Six Hundred and Ninety Four only).

(t) The Net Worth of the Transferor Company 2 as on December 31, 2020:

Particulars	Amount (in Rs.)
Equity Share Capital	1,08,000
Surplus in Profit and Loss Account	-
Net worth	1,09,76,596

A copy of provisional financial statement of the Transferor Company 2 for the period April 1, 2020 to December 31, 2020 is annexed herewith and marked as **Annexure 11**.

(u) Disclosure about the effect of Scheme on the material interests of Directors/ KMP etc.:

Kindly refer the report adopted by the board of directors of Transferor Company 2 held on September 18, 2018 annexed herewith as **Annexure 7**.

13. The details of the Transferor Company 3/ Applicant Company-III are given as under:-

- (a) Corporate Identification Number (CIN):** U51497DL1986PLC269074;
- (b) Permanent Account Number:** AAACH4367G;
- (c) Name:** H B Fibres Limited;
- (d) Date of incorporation:** September 17, 1986;
- (e) Type of company:** Public limited company;
- (f) Registered Office:** 11/5B, First Floor, Pusa Road, New Delhi-110060, India;
- (g) Email-id:** riteshlimited8@gmail.com
- (h) Details of capital structure:** The Capital Structure of Transferor Company 3 as on December 31, 2021, is as under:

Particulars	Amount (in Rs.)
Authorized Share Capital:	
50,00,000 equity shares of Rs. 10/- each	5,00,00,000
Total	5,00,00,000
Issued Share Capital:	
1,00,000 equity shares of Rs. 10/- each	10,00,000
Total	10,00,000

to

Subsequent
the
aforesaid

date, there has been no change in the authorized and issued, subscribed and paid up share capital of the Transferor Company 3 till the date of issue of this notice.

(i) Main Objects as per the Memorandum of Association of the Transferor Company 2:

The main objects of Transferor Company 3 as set out in Clause III (A) of the Memorandum of Association are as under:

"1. To purchase any land, buildings and structures and to develop the same and dispose of or maintain the same and build information technology parks

2. To layout, develop, construct, build, erect, demolish, alter, repair, or do any other such civil and construction work in connection with technology parks."

(j) Nature of the business carried on by the Transferor Company 3:

The Applicant Company-I/ Transferor Company 3 is engaged in the business of buying, selling, import, export, acting as agents and dealers and suppliers of agricultural and non-agricultural intermediate products, metal products, handicraft, all types of textile and garment related products including silk, jute, hosiery and mixed fabrics etc. Apart from the aforesaid business, Applicant Company-III is also engaged in the business of real estate.

(k) Names of the present Promoters along with their residential addresses:

S. No.	Name	Address
1.	Mr. Sanjeev Arora	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur, Gurgaon, Haryana-122002.
2.	Mr. Kavya Arora	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur, Gurgaon, Haryana-122002.
3.	Ms. Sandhya Arora	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur, Gurgaon, Haryana-122002.
4.	Ms. Ketki Arora	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur, Gurgaon, Haryana-122002.

(l) Names of the present Directors along with their DIN and residential addresses:

S. No.	Name	DIN	Address
1.	Mr. Sanjeev Arora	00077748	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur, Gurgaon, Haryana-122002.
2.	Mr. Kavya Arora	02794500	G-701, Caitriona Apartment, NH-8, Ambience Island, Nathupur, Gurgaon, Haryana-122002.
3.	Mr. Roop Kishore Fatehpuria	00887774	375, CX-Ext. B, P.S. Model Town, Ludhiana-141008.

(m) Details of change of name of the Transferor Company 3 in the last five years:

There is no change in the name of the Transferor Company 3 in last five years.

(n) Details of change of registered office of Transferor Company 3 in the last five years:

There is no change in the address of the Transferor Company 3 in last five years.

(o) Details of change of Objects of the Transferor Company 3 in the last five years:

There is no change in the object clause of the Transferor Company 3 in last five years.

(p) Date of Board Meeting at which the Scheme was approved: September 18, 2018.

(q) The directors who gave their assent/ dissent: Scheme was approved unanimously by all the directors of the Transferor Company 3.

(r) Amount due to Secured Creditors of the Transferor Company 3 as on December 31, 2019:

There are no secured creditors of the Transferor Company 3 as on December 31, 2019

(s) Amount due to Unsecured Creditors of the Transferor Company 3 as on December 31, 2019 :

Amount due to the unsecured creditors of Transferor Company 3 as on December 31, 2019 is Rs 51,10,979/- (Rupees Fifty One Lakhs Ten Thousand Nine Hundred and Seventy Nine only).

(t) The Net Worth of the Transferor Company 3 as on December 31, 2020:

Particulars	Amount (in Rs.)
Equity Share Capital	10,00,000
Surplus in Profit and Loss Account	-
Net worth	(9,16,775)

A copy of provisional financial statement of the Transferor Company 3 for the period April 1, 2020 to December 31, 2020 is annexed herewith and marked as **Annexure 12**.

(u) Disclosure about the effect of Scheme on the material interests of Directors/ KMP etc.:

Kindly refer the report adopted by the board of directors of Transferor Company 3 held on September 18, 2018 annexed herewith as **Annexure 8**.

14. Rationale and Benefit of the Scheme:

14.1. This Scheme envisages amalgamation of the Transferor Companies with and into the Transferee Company, resulting in consolidation of the businesses of the Transferor Companies in one entity, simplifying its holding structure and strengthening position of amalgamated entity (i.e. Transferee Company) thereby enabling it to harness and optimize synergies of the Transferor Companies. It is intended that the Transferee Company shall have a sharper focus on underlying businesses with an aim of achieving operational efficiencies. Accordingly, consolidation of businesses of Companies would be in the best interests of Companies as well as their respective shareholders and other stakeholders. The proposed amalgamation of Transferor Companies with and into Transferee Company is in line with the current global industry practice to achieve size, scalability, integration, greater financial strength and flexibility thereby maximizing shareholder value and to achieve higher long-term financial returns.

14.2. In addition to the foregoing advantages as mentioned above, the amalgamation would also result in intermediary benefits as stated hereunder:

- i) Optimum and efficient utilization of resources either in form of assets and sharing of ancillary facilities;
- ii) Collaboration and enhancement of competitive strengths of Companies including their financial, human and technological resources;
- iii) Benefit of obtaining synchronization of synergies ;
- iv) Structured and better management focusing on holistic growth of the businesses.
- v) Cost saving by way of reduction of overheads, administrative, managerial and other expenditure and to bring about operational rationalization, efficiency and optimum utilization of various resources.

Further, there is no adverse effect of this Scheme on the directors, key management personnel, promoters, non-promoter members, creditors and employees of the Companies and the same would be in the best interest of all stakeholders.

15. The relationship between the companies who are parties to the Scheme:

The Transferor Companies and the Transferee Company belongs to same promoter group. The promoters of the Transferor Companies and the Transferee Company are common.

16. The salient features and effects of the Scheme are:

- (a) The board of directors of the Applicant Companies are of the view that the proposed Scheme shall have the following benefits:

- vi) Optimum and efficient utilization of resources either in form of assets and sharing of ancillary facilities;
 - vii) Collaboration and enhancement of competitive strengths of Companies including their financial, human and technological resources;
 - viii) Benefit of obtaining synchronisation of synergies ;
 - ix) Structured and better management focussing on holistic growth of the businesses.
 - x) Cost saving by way of reduction of overheads, administrative, managerial and other expenditure and to bring about operational rationalization, efficiency and optimum utilization of various resources.
- (b) The Appointed Date of the Scheme is April 01, 2018;
- (c) The Effective Date of Scheme shall be the last of the dates on which certified copy of order of this Hon'ble Tribunal is filed by the Transferor Companies and Transferee Company with the Registrar of Companies, National Capital Territory of Delhi and Haryana. The Effective Date for the purpose of Part C of the Scheme shall be subsequent to giving effect to Part B of the Scheme;
- (d) Upon coming into effect of this Scheme and with effect from Appointed Date and subject to provisions of the Scheme, all property(ies), being movable or immovable, tangible or intangible, intellectual property rights belonging to the Transferor Companies and rights, titles and interest therein, if any, shall pursuant to provisions of section 232(4) of the Act be transferred to and stand vested in the Transferee Company;
- (e) All statutory licenses including but not limited to permits, quotas, approvals, permissions, incentives, business certifications and all other registration certificates issued to Transferor Companies under applicable laws and other benefits or privileges enjoyed or conferred upon or held or availed of by and all rights and benefits accrued to or which may accrue to Transferor Companies shall, pursuant to provisions of section 232(4) of the Act be transferred to and stand vested in and be available to Transferee Company as per Part B of the Scheme;
- (f) All secured and unsecured liabilities, loans, borrowings whether (long-term or short-term), including liabilities of every kind, nature and description, whether present or future, of the Transferor Companies shall also be transferred to and vested in or be deemed to be transferred to and stand vested in, without any further act, instrument or deed, to Transferee Company pursuant to provisions of section 230 to 232 of the Act as per Part B of the Scheme;
- (g) All suits, actions and other proceedings including legal and taxation proceedings (before any statutory or quasi-judicial authority or tribunal or any court) by or against Transferor Companies pending and/or arising on or before Effective Date shall be continued and/or be enforced by or against Transferee Company as per Part B of the Scheme;
- (h) All inter-company transactions between the Transferor Companies and Transferee Company including but not limited to any loans, advances due or outstanding, agreements or memorandum of understanding executed between the Transferor Companies and Transferee Company shall stand cancelled as on Effective Date and shall be of no effect;
- (i) All staff, workmen and employees who are in employment of Transferor Companies on Effective Date shall become staff, workmen and employees of Transferee Company with effect from Appointed Date on the basis that:
- (i) their employment shall be deemed to have been continuous and not been interrupted by reasons of the said transfer; and
 - (ii) terms and conditions of their employment after such transfer shall not in any way be less favorable to them than those applicable to them immediately preceding the said transfer.
- (j) The Transferor Companies shall, with effect from Appointed Date and up to and including Effective Date, carry on its business and other incidental matters for and on account of and in trust for Transferee Company;

- (k) The amalgamation of Transferor Companies with and into Transferee Company shall be accounted as per "Indian Accounting Standard (Ind AS) 103 for Business Combination" prescribed under section 133 of the Act, as notified under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time;
- (l) Upon the Scheme coming into effect and with effect from Appointed Date, the authorized share capital of Transferor Companies as on Effective Date shall stand transferred to and be added with the authorized share capital of Transferee Company, without any liability for payment of any additional fees (including fee payable to Registrar of Companies, except as may be required as per the applicable provisions of the Act) or stamp duty. The consent of shareholders of Transferee Company to the Scheme shall be sufficient for purposes of effecting the amendment in the Memorandum of Association and Articles of Association of Transferee Company and that no further resolution under sections 13, 14 and 61 of the Act and any other applicable provisions of the Act would be required to be separately passed, nor any additional registration fee etc. be payable by Transferee Company. However, Transferee Company shall file the amended copy of its Memorandum of Association and Articles of Association with the Registrar of Companies within a period of 30 (Thirty) days from Effective Date and the Registrar of Companies shall take the same on record in terms of clause 19.4 of the Scheme;
- (m) In terms of clause 18.1 of the Scheme, Transferee Company shall issue and allot to each of the shareholders and debenture holders of Transferor Companies (other than the shares already held therein immediately before the amalgamation by Transferee Company, its nominee or subsidiary company), shares in proportion of:
- (i) 4 (Four) Equity shares of face value of Rs. 10 (Rupees Ten) each in Transferee Company for every 1 (One) Equity share of face value of Rs. 10/- (Rupees Ten) each held by them in Transferor Company-1;
 - (ii) 1,756 (One Thousand Seven Hundred and Fifty Six) Equity shares of face value of Rs. 10 (Rupees Ten) each in Transferee Company for every 1 (One) Equity share of face value of Rs.100/- (Rupees Hundred) each held by them in Transferor Company-2;
 - (iii) 14 (Fourteen) Equity shares of face value of Rs. 10 (Rupees Ten) each in Transferee Company for every 1 (One) Equity shares of face value of Rs.10/- (Rupees Ten) each held by them in Transferor Company-3;
 - (iv) 4 (Four) Equity shares of face value of Rs. 10 (Rupees Ten) each in Transferee Company for every 1 (one) equity share of Rs. 10/- (Rupees Ten) to be issued as per terms and conditions of conversion of compulsorily convertible debentures of face value of Rs.5,000/- (Rupees Five Thousand) bearing interest of 4% (Four) per annum each held by them in Transferor Company-1.
- (n) Upon the effectiveness of the Scheme, the Transferor Companies shall be dissolved without following the process of winding up; and
- (o) The Scheme is and shall be conditional upon:
- (i) The requisite consent, approval or permission from BSE and/or SEBI pursuant to Regulation 37 of the Listing Regulations read with SEBI Circulars and Regulation 11 and 94 of the Listing Regulations which by law or otherwise may be necessary for the implementation of this Scheme in compliance with the provisions of SEBI Circulars;
 - (ii) The approval of the Scheme by the respective requisite majorities in number and value of the shareholders and/or creditors (where applicable) of the Companies in accordance with Section 230 to 232 of the Companies Act, 2013;
 - (iii) As clause (a) of Para (1)(A)(9) of Annexure I of SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 is applicable to the Scheme, therefore, the Transferee Company shall provide voting by the public shareholders through e-voting and shall disclose all material facts in the explanatory statement to be sent to the shareholders in relation to the resolution for approving the Scheme;
 - (iv) As clause (b) of Para (1)(A)(9) of Annexure I of SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 is applicable to this Scheme, this Scheme shall be acted only if the

- votes cast by the public shareholders in favour of the Scheme are more than the number of votes cast by the public shareholders against it;
- (v) The Scheme being sanctioned by the Tribunal in terms of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 and the requisite orders of the Tribunal;
 - (vi) Certified copies of the orders of the Tribunal sanctioning this Scheme being filed with the relevant Registrar of Companies by Transferor Companies and Transferee Company as per the provisions of the Companies Act, 2013.

The aforesaid are only some of the salient extracts of the proposed Scheme of Amalgamation amongst the Applicant Companies. Copy of Scheme of Amalgamation is enclosed as **Annexure 1**.

17. Copy of Valuation Report obtained from M/s Santosh K Singh & Co., Chartered Accountants, Firm Regn. No. 019877N dated September 12, 2018 along with fair opinion of M/s 3Dimesnsion Capital Services Limited, SEBI registered Merchant Banker (Registration No. INM000012528) on such valuation, are enclosed as herewith and marked as **Annexure 2 and 3**, respectively.
18. The accounting treatment as proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013. The certificate issued by the Statutory Auditors of the Applicant Companies Company are open for inspection.
19. **Details of approvals, sanctions or no-objection(s) from regulatory or any other governmental authorities required, received or pending:**

- a) The Applicant Company-IV had made applications, in terms of Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for seeking Observation Letter or No Objection Letter from BSE Limited. BSE has issued "No Adverse" observation letter certificate to the Scheme on January 10, 2020.

Copy of the said observation letter is annexed herewith as **Annexure 4**.

- b) Further, the Companies may be required to seek further approvals / sanctions / no-objections from certain regulatory and governmental authorities for the Scheme such as the concerned Registrar of Companies, Regional Director, Official Liquidator, Income Tax Authority etc. and will obtain the same at the relevant time.

20. Pre and post scheme capital structure:

Pre-Scheme capital structure of the Transferor Companies and Transferee Company is detailed in clause 10(h), 11(h), 12(h) and 13 (h) above. Pursuant to the Scheme becoming effective, the Transferor Companies shall cease to exist. Further, the tentative post-scheme capital structure of the Transferee Company as per the shareholding pattern as submitted with BSE Limited is attached herewith and marked as **Annexure 17**.

21. The proposed Scheme is not intended to bring any beneficial effect or any material interests in any manner to any person(s) who is/are for the time being directors, key managerial personnel of the Transferee Company involved in the Scheme except to the extent of their shareholding, if any, in the Transferor Companies.
22. The Scheme will be in the best interests of the Transferor Company and the Transferee Company, their respective shareholders and creditors. The said Scheme will not adversely affect the rights of any of the shareholders and creditors of the Transferor Company and the Transferee Company in any manner whatsoever.
23. That the Transferor Companies are not governed by any sectoral regulator. Further, the Transferee Company has a real estate project at site no. Hampton Court Business Park, NH-95, Chandigarh Road, Ludhiana East, Punjab-141123 and is registered with the Real Estate Regulatory Authority, Punjab vide registration certificate no. PBRERA-LDH44-PR0449.
24. **Material Events:**
 - (i) The Board of Directors of Transferee Company in their meeting held on February 15, 2021 approved the issue, offer and allotment of 42,00,000 (Forty Two Lakh) Unsecured Optionally Fully Convertible

Debentures ("OFCD") of the face value of ₹ 10/- (Rupees Ten Only) each at an issue price of ₹ 22/- (Rupees Twenty Two Only) each to Findoc Finvest Private Limited by way of preferential allotment, in terms of Section 62, Section 71 read with Section 42 of the Companies Act, 2013 and subject to the compliance of Chapter V or any other applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations, 2018"), as amended and subject to approval from members of Target Company and other approvals, if any. The OFCD holder shall have right to convert, one OFCD into one Equity Share, at any time after 6 months but on or before completion of 18 months from the date of allotment of OFCD, the material terms of which are given hereinafter. The Acquirer has executed a Debenture Subscription Agreement ("DSA") for subscription of OFCD to be issued by Target Company on February 15, 2021.

- (ii) Existing Promoters viz. Mr. Sanjeev Arora, Mr. Kavya Arora, Ms. Sandhya Arora, Ms. Ketki Arora, Sanjeev Arora HUF, Ms. Guneet Arora, Ritesh Spinning Mills Limited and Femella Fashions Limited, along with the Transferee Company has also executed share purchase agreement with Findoc Finvest Private Limited ("Findoc") for purchase of 30,41,245 equity shares, representing 26.24% of existing equity share capital (1,15,90,958 Equity Shares) by Findoc from the Existing Promoters with the end and intent that both the Existing Promoters and Findoc will have, inter-se, almost equal shareholding in the Transferee Company. Accordingly, Findoc Finvest Private Limited has also executed share purchase agreement on February 15, 2021 to acquire 4,75,600 equity shares of Ritesh Spinning Mills Limited and Findoc Finvest Private Limited has also executed share purchase agreement on February 15, 2021 to acquire 600 equity shares of Ritesh Impex Private Limited, therefore Findoc will be eligible to receive shares of the Transferee Company consequent to the merger of the Transferor Companies with the Transferee Company.
- (iii) Currently, Findoc, (**Acquirer**) has made an open offer to the public shareholders of the Transferee Company for acquisition of upto 26% of the expanded equity share capital in terms of the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI (SAST) Regulations"). Findoc will also be categorised as one of the Promoters of the Transferee Company upon completion of the process of Open Offer. Details of the Open offer are already placed on the website of the Company as well as on the stock exchange (BSE & SEBI). The shareholders may get further details of the open offer and related information from website of the BSE and of the Company.

25. The proposed Scheme does not involve any capital debt restructuring.
26. The proposed Scheme will take effect from the date on which the certified copy of the order of the Hon'ble NCLT is filed with the Registrar of Companies, NCT of Delhi & Haryana by the Transferor Companies and the Transferee Company as required by the Act.
27. There are no proceedings under sections 235 to 251 of the Companies Act, 1956 or under sections 210 to 226 of the Act are pending against the Transferee Company/ Applicant Company-IV.
28. No winding up proceedings are pending against the Transferor Companies and Transferee Company as on date.
29. The Scheme and other attachments with the notice of meeting ordered in order dated February 24, 2021 by the Hon'ble NCLT in the Company Application No. (CAA)-17/ND/2021 shall be filed with the Registrar of Companies, NCT of Delhi and Haryana in prescribed form.
30. The following documents will be open for inspection by the equity shareholders at the registered office of the Transferee Company at 11/5B, First Floor, Pusa Road, New Delhi-110060 on all working days during business hours from 11:30 a.m. to 1:30 p.m. upto the date of the ensuing Meeting and at the Meeting during the Meeting hours:
 - (a) Scheme of Amalgamation;
 - (b) Report on valuation report dated September 12, 2018, obtained from M/s Santosh K Singh & Co., Chartered Accountants, Firm Regn. No. 019877N;
 - (c) Fairness opinion dated July 29, 2019 is obtained from 3Dimensions Capital Services Limited., SEBI Registered (Category I), Merchant Banker, SEBI Regn. No. INM000012528;

- (d) Copy of the Statutory Auditors' certificate of the Transferor Companies and the Transferee Company to the effect that the accounting treatment in the Scheme is in conformity with the Accounting Standards prescribed under section 133 of the Companies Act, 2013;
- (e) Copy of the order passed by the Hon'ble NCLT dated 24th February, 2021 in Company Application No. (CAA)-17/ND/2021;
- (f) Copies of the Memorandum of Association and Articles of Association of the Applicant Companies;
- (g) Copy of annual report and audited financial results of the Transferee Company for the year ended on March 31, 2020 and quarterly financial statement for period from April 1, 2020 to December 31, 2020;
- (h) Copy of audited financial results of the Transferor Companies for the year ended on March 31, 2020 and provisional financial statements for period from April 1, 2020 to December 31, 2020;
- (i) Copy of Restructuring Committee Report dated September 18, 2018 recommending Scheme of the Company.
- (j) Copies of the resolutions passed by the respective Board of Directors of the Transferor Companies and Transferee Company on September 18, 2018 approving the Scheme of Amalgamation; and
- (k) Report adopted by the Board of Directors of Transferor Companies pursuant to the provisions of section 232(2)(c) of the Companies Act, 2013.

Date: March 3, 2021

Place: New Delhi

SP Singh Chawla

Chairperson appointed by the NCLT

Registered Office:

11/5B, First Floor, Pusa Road, New Delhi-110060.

A NUE source of profit

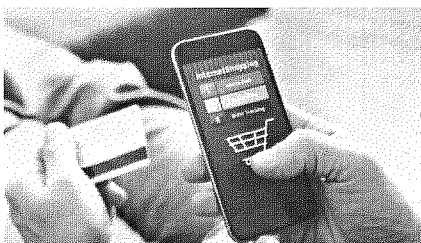
Customer retention, gains from float money and product innovation are the key reasons for banks to jump on the new for-profit platform for retail payments

HAMSI KARTHIK
Mumbai, 3 March

In August 2020, when the Reserve Bank of India (RBI) came out with a framework for the authorisation of a pan-India new umbrella entity (NUE) for retail payments, little did it reckon that banks would make a beeline to be a part of the system. News reports suggest that there is an active collaboration among banks, payment banks, fintechs and technology providers to apply for the NUE platform (see table).

While the regulator's intent was to create a parallel to the National Payments Corporation of India (NPCI) so that the present system is decoupled, banks' interest in NUE stems from different aspirations.

According to RBI, NPCI had a 64.5 per cent volume market share and 4.07 share by value in the total payments landscape of FY20. In February, with 213 banks under its fold, NPCI's Unified Payments Interface, or UPI, handled transactions worth over \$4.2 trillion, up from \$2.2 trillion a year ago with 146 banks live on UPI. According to Accenture,



India is expected to see 66.6 billion transactions worth \$270 billion shift from cash to cards and digital payments by 2023 and this will increase to \$856 billion by 2030.

Mahesh Ramamoorthy, MD-banking solutions, FIS India, also an NUE aspirant, expects the platform to be an opportunity worth \$3-4 trillion in the next decade. Therefore, with money at play, NUE could offer banks an opportunity to cash in on the money that temporarily moves out of their fold and in the process hedge against the competition that banks face from payments facilitators.

The NUE isn't restricted to payment products. It can offer PoS devices, regular and white label ATMs and Aadhaar-based payments and remittances services

Picture this: A frequent online shopper maintaining a certain balance with e-commerce players such as Amazon or Flipkart for ease of transaction, means loss of the deposit base for the customer's bank and comes with the threat of losing the customer to better discounts offered by competition. Through NUE, the amalgamation of banks, payment platforms, fintechs and technology partners is aimed at plugging this gap. The customer, her

current/savings account balance and the discount that the online players offer on purchases are contained within the NUE, making it a win-win for all.

The second attractive aspect is the likely gains from the money parked on the platform. Referred to as float money, the NPCI earned about \$100 crore of interest income in FY20 from investments by parking it in money market instruments, including Treasury Bills and government securities. While this is just about a tenth of NPCI's total revenues, banks believe with NUE as a for-profit entity, they could do better using this money, compared to NPCI, which is a not-for-profit entity under the Companies Act.

"The ability to monetise the float could help the platform incentivise the digitalisation drive, and make it more profitable, given that the merchant discount rate (MDR) cannot be charged at this juncture," said a senior executive of a private bank. MDR charges on RuPay and UPI platforms were discontinued from January 1, 2020.

In fact, in the early days, it was the deep-discount model rolled out by players such as Paytm and Freecharge that pulled the crowd towards digital payments. Bankers say that if digital

Who's interested in NUE

CONSORTIUM 1
■ Tata Group's Fintech Pvt Limited along with MasterCard and Paytm, HDFC Bank, Kotak Mahindra Bank hold 9.99% stake each in Fintech. Airtel Digital to buy 10% stake

CONSORTIUM 2
■ Paytm, Ola, IndusInd Bank, Centrum Finance, Zeta Pay and Electronic Payment and Services Pvt Limited

CONSORTIUM 3
■ Amazon, ICICI Bank, Axis Bank, Visa, Pine Labs and BillDesk

CONSORTIUM 4
■ So Hum Bharat (subsidiary of Infobeam Avenue); Jio Infostarts, Google, Facebook and YES Bank hold stake in the company

CONSORTIUM 5
■ FSS, Indian Bank, Central Bank of India, NABARD and India Post Payments Bank

CONSORTIUM 6
■ FIS, Union Bank of India and Punjab National Bank

Source: News reports

penetration should increase beyond the large metros, tier-1 and tier-2 cities, continued incentivising of retail payments is essential and gains from float would help the process.

The NUE isn't restricted to payment products. It can offer point-of-sale (PoS) devices, regular and white label ATMs and Aadhaar-based payments and remittances services. While some of these are already open for wider participation, Ramamoorthy

believes that by aligning banks into digital payments, it adds to the assurance for customers. With banks having monetised and penetrated the ATM and PoS segments, NUE is a step forward to retain the customer.

This is why "almost all banks that want to ride the digital transformation wave would be interested in the NUE opportunity," Ramamoorthy said. With banks as stakeholders in the platform, Vivek Belagavi, partner, India-fintech leader at PwC India, says they can have closer alignment to the platform capabilities, which would help them innovate products for end consumers. "Currently that's getting diluted with all members on a single platform," he explained. However, NUE is a platform and not a product and Belagavi points out that banks will have to run it as a separate entity. To that extent, NUE may only help bridge some of the gaps for banks and not entirely absolve all concerns.

Further willingness to invest in technology on a sustainable basis will play a key role in shaping NUE's success. Sonali Kulkarni, lead — financial services, Accenture India, calls for a redesign of technology architecture and a cloud-based transformation, both on the front and back-end IT systems to achieve better resiliency, low latency and cope with demand surges. With the country's largest private bank — HDFC Bank — yet to resolve its technology glitches, how geared Indian banks are to shoulder a responsibility like NUE could be the central bank's primary concern while steering through applications.

Also, while banks have the skill of risk management, NUE calls for different skill sets — multiparty management, interoperability, resilience and technology availability. "Further, a platform needs critical mass to get started and the ability to bring people to the party will also be an important factor," said Belagavi.

News reports so far indicate that there are six applicants for NUE. Those who make the final cut would reveal the regulator's thought process around the platform.

Elon Musk suggests 'Starbase' name change for Texas launch town

SERGIO CHAPA & JUSTIN BACHMAN
3 March

Elon Musk (*below*) is eyeing a name change for Boca Chica, Texas, the Gulf Coast community where his Space Exploration Technologies Corp. is building its futuristic deep-space rocket.

"Creating the city of Starbase, Texas," Musk tweeted Tuesday. "From SpaceX to Mars, and hence the Stars."

A SpaceX representative made a "casual inquiry" recently about requirements to incorporate Boca Chica and rename it the City of Starbase, said Chutkan, said Chutkan. Judge Eddie Trevino, in a statement, he said county commissioners have been notified of the discussions about Boca Chica, a small burg near the Mexican border where SpaceX's new Starship prototypes dominate the skyline.

"Sending a tweet doesn't make it so," Trevino said in an interview. "They have a lot of hoops and hurdles to go through before they can make it so."

Renaming Boca Chica would further deepen Musk's imprint on Texas. In addition to SpaceX's activity, his automaker, Tesla Inc., is building a massive factory in East Austin for its forthcoming electric pickup truck. The pri-

vate Musk Foundation has moved to Austin, California, and Musk himself has said he has relocated Texas, though he still spends time in the Golden State.

SpaceX also tests rockets in McGregor, Texas, which is near Waco. The Starship prototypes it's developing in Boca Chica are one day meant to fly people to the moon and to Mars.

Separately, SpaceX posted engineering positions at Starlink for "a new state of the art manufacturing facility" it's building in Austin. Starlink is the company's space-based Internet service, which is available in parts of Canada, the US and UK. Austin television station KXAN reported earlier on the new job postings.

As for Boca Chica, the incorporation process is handled under Texas law by Cameron County commissioners. That process would also include utilities in the town, which doesn't have a public water system. Water is transported by truck from nearby Brownsville and stored in tanks at each home.

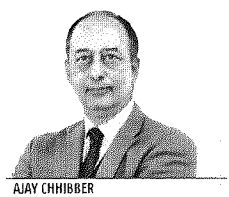
An Austin-based lobbyist for SpaceX referred all calls to the company, which didn't respond to requests for comment. Added Judge Trevino, "I think they may be getting a little ahead of themselves."

BLOOMBERG



INDIA'S INTERVENTIONIST STATE - PART 2

Bolster govt capability, reform its management



AJAY CHHIBBER

In my first piece, I argued that reducing the scope of government is the first step to improving its effectiveness. In this companion article I elaborate on the second phase — improving state capability.

Building state capability is not an easy process, especially in a democratic setup. China carried out a major administrative reform in 1995 — some 15 years after the start of its economic reforms. In many East Asian countries, administrative reforms have been given as much attention as economic reforms. India did set up an administrative reforms commission in 2005 but did not follow through — and missed the bus, as preparations for the 2009 elections and dealing with the global financial crisis took precedence.

While the scope of government is huge, the size of the civil service to administer it is small and its composition needs a huge restructuring — too many clerical and administrative staff and too few technocratic experts, teachers, health workers and judges. The share of general government employment to total employment is around 1 per cent — the lowest in Asia. In most Asian countries, it's above 2 per cent, and in Malaysia and Sri Lanka over 3 per cent.

India runs a boutique government — small relative to its needs but very expensive relative to its income. In India, the average wage of a general government employee to GDP per capita is around 7 — amongst the highest in the world, whereas in most of Asia that ratio lies between 1 (Vietnam, China) and 2.5

(Indonesia, Sri Lanka, Philippines). Even Korea, Thailand and Malaysia have a ratio of general government wage to per capita GDP of around 3-4. In much of the Arab world and Turkey, that ratio is around 2-3.

At the apex of the bureaucracy sits a mandarin-like elite administrative service mostly competent but who are shuffled around and, therefore, have no time to develop the in-depth expertise needed to remain abreast of global developments in those fields. They lack the technical edge required to lead India's government policy in their sectors to retain our competitive edge and they often suffer from excessive political interference in their functioning. A more professional, performance-based civil service with promotions based on regular testing rather than a time-bound lifelong sinecure is needed to maintain a meritocratic culture. Bringing a few lateral entry experts from the private sector is not the answer. There is much to learn from the civil service systems of East Asian countries such as Japan, Korea, Singapore and Taiwan.

India's administrative pay structure also reduces capability and undermines effectiveness. The upper end of the civil service — which has discretionary decision-making powers — has seen its real wages fall well below that of the private sector, whereas at the lower end, that makes up more than 90 per cent of the labour force, salaries (including benefits) are more secure and higher than in the private sector. The ratio between the top and the bottom is now between 3 and 4, depending on how it is measured but should be much higher.

A review is also needed of the roles and responsibilities of the central, state and local government — using basic principles of subsidiarity. Why does the government do some things well and others so badly? One way to think about it is that agencies with a few specific tasks — central banking (Reserve Bank of India) space (Indian Space Research Organisation), elections (Election Commission) — that are given considerable discretion in their decision making

can be run more effectively. On the other hand, basic education or primary health care are high-volume transactions with little specificity. Centralised systems with prescribed procedures — deliver these badly. Providing these at local government and through civil society will be cheaper and with better outcomes.

The proliferation of national flagship schemes has blurred the role and responsibilities of the Centre and the states and diminished accountability. The 14th Finance Commission shifted a larger share of resources to the state level and the 15th Commission has kept those shares — but much remains to be done to shift more resources to the local level. Creeping centralisation through cesses by which the divisible pool is reduced must be reversed.

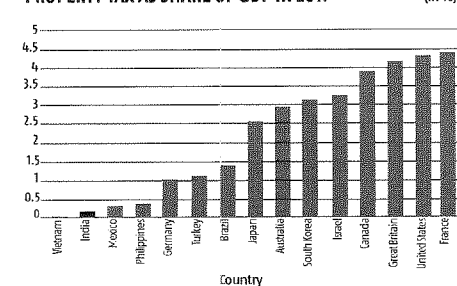
Most Indian states are the size of countries — Uttar Pradesh's population makes it the world's fifth largest and there are 10 states with populations above 50 million. Just shifting funds to the state level does not necessarily meet the subsidiarity principle if city and town mayors are not empowered and panchayats have no means to raise resources. India's share of local government spend and hiring is much lower than China. Local property taxation to fund these services will also provide greater ownership and control over the provision of these services and more empowered managers. A rise in property taxes — which remain amongst the lowest in the world — is the most obvious way to provide more resources at the local level without eating into state and central government revenues and help build "smart" cities has not been utilised, so far.

India also needs serious judicial reform to ease the backlog of cases, and more judicious and predictability in judgments both in the judiciary and in administration. The judiciary remains small and arcane in its procedures — and judicial activism has amplified but is very selective and one might even say capricious, often at the cost of further delays in the cases piled up at the doors of the courts. Digitisation of the court system and e-cases, hiring more judges and modernising the system by increasing systems of arbitration and commercial courts will also help reduce delays. As the saying goes, "Justice delayed is justice denied", and India is denying justice on a gigantic scale — and thereby increasing corruption in the judicial system.

Napoleon who took on reformed France's judicial system and gave us the Napoleonic Code said it best: "Institutions, not armies, determine the destiny of nations."

The writer is Former Director-General, Independent Foundation Officer, GO1 and Distinguished Visiting Scholar, George Washington University.
For further readings: https://www.scribd.com/document/51351304/Files/2021/02/Interventionist-State-Part-2-1.pdf
Interventionist-State-Feb-4-1.pdf

PROPERTY TAX AS SHARE OF GDP IN 2017 (in %)



Certified Copy

BEFORE THE HONBLE NATIONAL COMPANY LAW TRIBUNAL, NEW DELHI, BENCH-II

FORM NO. CA-2
(Pursuant to Section 230 (3) & Rule 6 and 7)
Company Application No. CA(CAA)-17(ND)/2021
In the matter of Scheme of Amalgamation

amongst
Ritesh Spinnings Mills Limited
(Transferor Company-1/Applicant Company-I)
And
Ritesh Impex Private Limited
(Transferee Company-2/Applicant Company-II)

And
H B Fibres Limited
(Transferee Company-3/Applicant Company-III)
And
Ritesh Properties and Industries Limited
(Transferee Company-4/Applicant Company-IV)

And
Their respective shareholders and creditors

Advertisement of notice of the meeting of Equity Shareholders, Secured Creditors and Unsecured Creditors of Ritesh Properties and Industries Limited

Notice is hereby given that by an order dated February 24, 2021 ("Order"), the Honble National Company Law Tribunal, New Delhi, Bench-II ("Honble Tribunal") has directed a meeting to be held of the 'Equity Shareholders', 'Secured Creditors' and 'Unsecured Creditors' of the Transferee Company for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed scheme of amalgamation amongst the Applicant Companies and their respective shareholders and creditors.

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of the 'Equity Shareholders', 'Secured Creditors' and 'Unsecured Creditors' of the Transferee Company will be held at NCLT Auditorium & Convention Centre, 3 August Kranti Marg, New Delhi-110016, India on Saturday, 3rd April, 2021 at 11:00 A.M., 2:00 P.M. and 4:00 P.M., respectively, at which time and place the said stakeholders are requested to attend.

In compliance with the order of NCLT, the provisions of Section 230(4) read with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Master Circular No. SEBI/HO/CF/DIL/IR/P/2020/249 dated 22nd December, 2020, the Transferee Company has provided the facility to its equity shareholders to cast their votes either by way of remote e-voting facility or postal ballot, prior to the meeting or by way of voting at the meeting. The facility for casting the vote by remote e-voting facility is available by logging on to CDSL's e-voting website www.evotingindia.com Voting through postal ballot and e-voting in connection with the resolution proposed in the Notice, will commence on and from 9:00 a.m. on March 4, 2021 and will end at 5:00 p.m. on April 2, 2021.

If an equity shareholder casts votes by all modes, then voting done through remote e-voting shall prevail and voting by postal ballot or at the venue of the meeting shall be treated as invalid. Further, the equity shareholders who have cast their vote through remote e-voting or postal ballot may attend the meeting but shall not be allowed to vote again thereon.

Further, the secured and unsecured creditors have been provided the facility to cast their votes by way of voting papers at their respective meetings.

Copies of the said notice, Scheme of Amalgamation and statement under Section 230 of the Companies Act, 2013 can also be obtained free of cost at the registered office of the Transferee Company at 11/5B, Pusa Road, New Delhi-110060 or at the office of their authorized representative, Mr. Sawinder Singh at Vasth Associates Advocates, 11th Floor, Mohan Dev Building, 13, Tolstoy Marg, New Delhi-110001. Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Transferee Company not later than 48 hours before the respective meetings.

The dispatching of notices to the 'Equity Shareholders', 'Secured Creditors' and 'Unsecured Creditors' of the Transferee Company for the proposed meetings has been completed on March 03, 2021.

Forms of proxy can be taken free of cost from the registered office of the Transferee Company and/or from the website of the Transferee Company www.riteshindustries.com

The Honble Tribunal has appointed Mr. SP Singh Chawla as the Chairperson, Mr. Nitin Mishra, Advocate as the Alternate Chairperson and Ms. Avinash Kaur, Company Secretary as the Scrutinizer of the meetings of equity shareholders, secured creditors and unsecured creditors of the Transferee Company. The Scheme of Amalgamation, if approved in the aforesaid meetings, will be subject to the subsequent approval of Honble NCLT, New Delhi Bench-II.

Dated this 3rd day of March, 2021

SP Singh Chawla
(Advocate)
(Chairman appointed for the meetings)

BASF India Limited

Regd. Office: The Capital, 'A' Wing, 1204-C,
12th Floor, Plot No. C-70, 'G' Block, Bandra Kurla
Complex, Bandra (East), Mumbai - 400051
CIN: L31124MH0403PLC000377
Tel: +91 22 6785600; Website: www.basfin.com/in
Email: investor-grievance-india@basfin.com

INVESTOR GRIEVANCE

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any statutory modification(s) or re-enactment thereof for the time being in force, Ministry of Corporate Affairs ("MCA") General Order No. 14/2020, 17/2020, 35/2020 dated April 9, 2020, April 13, 2020, September 28, 2020 and December 31, 2020 respectively (collectively referred to as "MCA Circulars") and other applicable laws and regulations, that the approval of members is being sought by way of Postal Ballot through remote e-voting for placement of Inter-Corporate Deposits with BASF Group Companies for an aggregate amount not exceeding Rs. 750 crore.

The Postal Ballot Notice ("Notice") has been sent on Tuesday, 2nd March 2021, through electronic mode only, to those Members whose e-mail IDs are registered with the Company's TSR Darashank Consultants Pvt. Ltd. ("RTA") Depositories as on Friday, 26th February 2021, ("Cut-off Date"). The requirement of sending physical copies of the Notice has been dispensed with vide the MCA Circulars.

Manner of registering E-mail ID, Mobile Number and Bank Account Details: Members holding shares in Physical Mode: Register/update their email ID, Mobile Number and Bank Account Details by sending a letter to the RTA, duly signed by Member(s) mentioning the name of the Company, Folio Number, Bank Account Details, and enclosing a self-attested Copy of PAN Card and cancelled cheque leaf. In case the cancelled cheque leaf does not bear the Member's name, please attach a copy of the self-attested bank passbook/statement.

Members holding shares in Dematerialized Mode: Register/update their email ID, Mobile Number and Bank Account Details with respective Depository Participant.

The E-Copy of the Notice is also available on the website of the Company at www.basfin.com/in; the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively; and National Securities Depository Ltd. at www.evotingindia.com

In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, and Regulation 44 of the Listing Regulations and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India, the Company is pleased to provide its Members with the facility to exercise their right to vote on the said resolution through e-voting.

The Company has engaged the services of National Securities Depository Ltd for providing the facility for remote e-voting.

Mr. Hemant Shekhar, Practising Company Secretary, HS Associates Membership No. FCS-2827 & Certificate of Practice No. 1483 has been appointed by the Company as Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The members are requested to take note of the following instructions for E-voting:

a) The Notice is being sent to the Members of the Company whose names appear on the Register of Members/List of Beneficial Owners as recorded from the Depositories as on the Cut-off Date.

A person who is not a Member as on the Cut-off date, are requested to ignore this Notice.

b) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date shall be entitled to vote on the resolution set forth in the Notice. Once the vote on a resolution is cast by the Member, the vote cannot be modified subsequently by that Member.

c) The remote E-voting period will commence on Friday, 5th March 2021 at 9:00 a.m. and end on Saturday, 3rd April 2021 at 5:00 p.m. The remote e-voting shall be disabled for voting thereafter by National Securities Depository Ltd.

d) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the "Downloads" section of www.evotingindia.com or call Toll Free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nseindia.com, or contact Ms. Pallavi Mishra, Assistant Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Panel, Mumbai-400013 at evoting@nseindia.com or on Toll Free no.: 1800 1020 990 and 1800 22 44 30. She will also address grievances connected with the e-voting.

The Scrutinizer will submit his report to the Chairman of the Company or to any other person authorised by the Chairman after the completion of the scrutiny of the remote e-voting. The result shall be announced on or before Monday, 5th April 2021. The said results will be intimated to the Stock Exchanges where the shares of the Company are listed and displayed on the Company's website www.basfin.com/in and also on the website of National Securities Depository Ltd.

Members are requested to carefully read all the notes set out in the Notice and in particular the procedure for casting the vote through remote e-voting.

For BASF India Limited

Place : Mumbai

Dated : 3rd March, 2021

Sd/-

PRADEEP CHANDAN
& Company Secretary

उत्प्रेषण की सजा सुनाई। सजा के खिलाफ हाई कोर्ट ने भी उसकी अपील खारिज कर दी।

दिनांक: 04.03.2021
स्थान: दिल्ली

पृष्ठ संख्या
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लेखन के
उपस्थिति पंजीकरण सं : IBB
पता : 107, उद्योग,
दिल्ली-110034, ई मेल

5/12



दिनांक : 04.03.2021

नोट : प्रतिस्पर्धियों को उपलब्ध की विषय
अवलोकित करने का अधिकार होगा। उनके आ
ईओआई जमा करने तथा दस्तावेज के निरीक्षण
स्थान में नहीं किया जाएगा। अनिवार्य निरीक्षण
केंद्रों का निर्धारण किया जाएगा। प्रतिस्पर्धियों
दस्तावेज के प्रत्येक को निरस्त या गंभीरता
नहीं है।

जनसत्ता, 4 मार्च, 2021 5

Feedback

माननीय राष्ट्रीय कंपनी विधि अधिकरण, नई दिल्ली, बेंच-II के समक्ष

प्रपत्र सं. सीएए-2

[नियम 6 और 7 तथा धारा 230(3) के अनुसार]

कंपनी आवेदन सं. सीए(सीएए)-171(एनडी)/2021

सिंथेटिक रियल्टी प्रिन्स लिमिटेड

(अंतरक कंपनी-1/आवेदक कंपनी-1)

और

सिंथेटिक इन्फोर्मेशन प्राइवेट लिमिटेड

(अंतरक कंपनी-2/आवेदक कंपनी-1)

और

एच डी फार्मर्स लिमिटेड

(अंतरक कंपनी-3/आवेदक कंपनी-1)

विरुद्ध

THIS IS A PUBLIC ANNOUNCEMENT FOR INFORMATION PURPOSES ONLY. THIS IS NOT A PRO
FOR UNITS AND SECURITIES. NOT FOR RELEASE

BA

BARBEQUE NATION

HOUSEKEEPING SERVICES LIMITED, AZHAR DHANANI, SADIYA DHANANI, SANYA DHANANI, TAMARA SHAREHOLDERS") AGGREGATING UP TO 5,457,470 EQUITY SHARES (THE "OFFERED SHARES") AGG RESERVATION OF UP TO (a) EQUITY SHARES, AGGREGATING UP TO ₹20 MILLION, FOR SUBSCRIPTION "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

Potential Bidders may note the following:

- Pursuant to an exemption letter dated January 28, 2021 ("SEBI Exemption"), SEBI had granted our Company Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the "SEBI ICDI Subsequently, (i) Kayum Dhanani, Zoya Dhanani, Pace Private Limited and Alchemy India Long Term Fund Limit (ii) AD, SD, SND, TPL and AAJV have decided to reduce the number of Equity Shares in the offer for sale. According of filing the DRHP in compliance with the SEBI Exemption.
- Our Company has increased the size of the fresh issue as disclosed in the DRHP of up to ₹2,750 million in accord 5,951,132 Equity Shares for an aggregate amount equal to approximately ₹1,499.69 million. Pursuant to the Pre Fresh Issue is up to ₹1,800 million. Further, our Company has added a new object towards capital expenditure I addition of such new object does not increase the estimated issue size by more than 20% in accordance with Sche
- The impact of the pandemic caused due to the worldwide spread of the novel coronavirus disease ("COVID-19) operations. Accordingly, the section titled 'Risk Factors' has been updated to include the impact of COVID-19 par Business' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' will be report titled 'Indian Food Services Market' dated February 10, 2021 prepared by Technopak Advisors Private Limi
- Certain updates in relation to the following sections (i) "Capital Structure", (ii) "Industry Overview", (iii) "History, Litigation and Material Developments" have also been included in the Second Addendum.

The above changes are required to be read in conjunction with the DRHP and the addendum to the Draft Red Herring extent stated in the Second Addendum.

The Second Addendum filed with SEBI has been made publicly available for comments for a period of 14 days from the The Second Addendum does not reflect all changes that have occurred between the date of filing of the Draft Red Herring The information in the Second Addendum supplements the DRHP and the Addendum and includes certain other ma appropriately included in the Red Herring Prospectus and the Prospectus, as and when filed with the RoC, SEBI and in the Draft Red Herring Prospectus and the Addendum.

BOOK RUNNING LEAD



IIFL SECURITIES
IIFL Securities Limited
10th Floor, IIFL Centre, Kamala City,
Senapati Bapat Marg,
Lower Parel (West), Mumbai 400 013
Tel: +91 22 4646 4600
E-mail: bnflipo@iiflcap.com
Investor grievance e-mail:
ig.ib@iiflcap.com
Website: www.iiflcap.com
Contact Person: Ujjaval Kumar / Nishita Mody
SEBI Registration No.: INM000010940



AXIS CAPITAL
Axis Capital Limited
1st Floor, Axis House, C-2 Wadia
International Centre, Pandurang Budhkar Marg,
Worli, Mumbai 400 025
Tel: +91 22 4325 2183
Email: bnflipo@axiscap.in
Investor grievance e-mail:
complaints@axiscap.in
Website: www.axiscapital.co.in
Contact Person: Simran Gadh / Sagar Jatakiya
SEBI Registration No.: INM000012029

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the I

Place : Bengaluru
Date : March 3, 2021

Barbeque-Nation Hospitality Limited is proposing, subject to, applicable statutory and regulatory requirements, re

Create

Cancel

Ritesh Properties and Industries Limited

Corporate Identity Number: L74899DL1987PLC027050

Registered Office: 11/5B, Pusa Road, New Delhi-110060, India

Tel: 011-41537951/9212359076; E-mail: riteshlimited8@gmail.com

Website: www.riteshindustries.us

Attendance Slip

Meeting of Equity Shareholders on April 03, 2021, Saturday at 11:00 a.m.

I/We hereby record my/our presence at the meeting of equity shareholders of Ritesh Properties and Industries Limited convened pursuant to order of Hon'ble National Company Law Tribunal, New Delhi Bench-II dated 11:00 A.M. at NCUI Auditorium & Convention Center, 3, August Kranti Marg, New Delhi 110016 on April 03, 2021.

Name of the equity shareholders/ Proxy/ Authorized Representative	SANTOSH SHARMA
Address of the equity shareholders/ Proxy/ Authorized Representative	888/58 Tia Nagar Delhi 35
No. of equity shares	01
Value of equity shares	10 IN 306122 - 10028000

Santosh
Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

1. Equity Shareholders/ Proxy Holder/Authorized Representative wishing to attend the Meeting should bring the attendance slip to the Meeting and hand over at the entrance duly signed.
2. Equity Shareholders/ Proxy Holder/Authorized Representative desiring to attend the Meeting should bring his/her copy of Notice for reference at the Meeting.

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Name of the equity shareholders/ Proxy/ Authorized Representative	VISHNU DUTT Sharma
Address of the equity shareholders/ Proxy/ Authorized Representative	H.NO. 888/58 Tri Nagar
No. of equity shares	10
Value of equity shares	INR 306122. - 10004802

Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	NEERAJ BHARGAVA
Address of the equity shareholders/ Proxy/ Authorized Representative	2226 MASS 20 KHAZUR DHARM PURA DELHI - 110060
No. of equity shares	ONE
Value of equity shares	10


Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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102081

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Name of the equity shareholders/ Proxy/ Authorized Representative	MANJU BHARGAVA
Address of the equity shareholders/ Proxy/ Authorized Representative	2226 MASJID KHAZUR DHARMAPURA DEWATI - 110016
No. of equity shares	ONE
Value of equity shares	10

Manju Bhargava
Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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100151

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Name of the equity shareholders/ Proxy/ Authorized Representative	YASH KATHPAL
Address of the equity shareholders/ Proxy/ Authorized Representative	28/125 WEST PATEL NAGAR NEW DELHI - 8
No. of equity shares	1
Value of equity shares	10

Yash Kathpal

Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

1. Equity Shareholders/ Proxy Holder/Authorized Representative wishing to attend the Meeting should bring the attendance slip to the Meeting and hand over at the entrance duly signed.
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Ritesh Properties and Industries Limited

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Attendance Slip

Meeting of Equity Shareholders on April 03, 2021, Saturday at 11:00 a.m. 100150

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Name of the equity shareholders/ Proxy/ Authorized Representative	SANJAY KATHARA
Address of the equity shareholders/ Proxy/ Authorized Representative	28/125 WEST PATEL NAGAR NEW DELHI-110016
No. of equity shares	1
Value of equity shares	10


 Signature of the Equity Shareholders/Proxy/
 Authorized Representative

Notes:

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Website: www.riteshindustries.us

100118

Attendance Slip

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Name of the equity shareholders/ Proxy/ Authorized Representative	RASHAN LAL KATHPAL, BIMALA KATHPAL
Address of the equity shareholders/ Proxy/ Authorized Representative	25/125 WEST PATEL NAGAR New Delhi
No. of equity shares	
Value of equity shares	101

Bimala Kathpal
Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	RENU KATHPAL
Address of the equity shareholders/ Proxy/ Authorized Representative	28/125 WEST PATEL NAGAR NEW DELHI - 110016
No. of equity shares	1
Value of equity shares	10

Renu Kathpal

Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Website: www.riteshindustries.us

100152

Attendance Slip

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Name of the equity shareholders/ Proxy/ Authorized Representative	BI MLA KATHPAL
Address of the equity shareholders/ Proxy/ Authorized Representative	28/125 WEST LATEL MARG NEW DELHI
No. of equity shares	1
Value of equity shares	10

Bi MLA Kathpal
Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	MADAN LAL WADHWA
Address of the equity shareholders/ Proxy/ Authorized Representative	B-4, Bhola Nath Nagar, Main Road Area Chhodes, Lal Mandir, Shalimar, Delhi-110032
No. of equity shares	100
Value of equity shares	1000

Folio No M00608


Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	ANUJ WADHWA M.L. WADHWA jt
Address of the equity shareholders/ Proxy/ Authorized Representative	B-4 Bholanath Nagar, Main Road Near Chhatrapati Mandir, Shaheed, Delhi - 110032
No. of equity shares	100
Value of equity shares	1000

Filed No A04138

Livedhwa, jt Holder.
Signature of the Equity Shareholders/Proxy/
Authorized Representative
(M.L. WADHWA)

Notes:

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Meeting of Equity Shareholders on April 03, 2021, Saturday at 11:00 a.m.

102082

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Name of the equity shareholders/ Proxy/ Authorized Representative	SAKSHI BHARGAVA
Address of the equity shareholders/ Proxy/ Authorized Representative	2226 MASJID KHAZUR DHARMVRA DELHI-110016
No. of equity shares	ONE
Value of equity shares	10 TEN

Sakshi

Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	PRAVEEN KUMAR
Address of the equity shareholders/ Proxy/ Authorized Representative	5036, GRI DSAURGA CHAU SINGH Pahar Pithing Delhi - 8
No. of equity shares	100
Value of equity shares	10000

IN 30118-10449827
Praveen Kumar

Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	CHETAN CHADHA
Address of the equity shareholders/ Proxy/ Authorized Representative	9/38A M. Oti Nagan New Delhi
No. of equity shares	Equity, 1
Value of equity shares	Rs. 10

300118/10826627

Chetan

Signature of the Equity Shareholders/Proxy/
Authorized Representative

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Name of the equity shareholders/ Proxy/ Authorized Representative	KRISHAN LAL CHADHA
Address of the equity shareholders/ Proxy/ Authorized Representative	9/38A MOTI NAGAR NDL
No. of equity shares	Equity 1
Value of equity shares	Rs 10

1201410000090073

K L Chadha

Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	INDER 18 JAN
Address of the equity shareholders/ Proxy/ Authorized Representative	141/1, Adush Ngr, Gurgaon
No. of equity shares	10
Value of equity shares	

12058200 00043019

Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	PARM OD KUMAR JAIN
Address of the equity shareholders/ Proxy/ Authorized Representative	141/1 Adarsh Nagar, Gurgaon (Sadar Bazar)
No. of equity shares	50
Value of equity shares	50

302994- 10082531


 Signature of the Equity Shareholders/Proxy/
 Authorized Representative

Notes:

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2. Equity Shareholders/ Proxy Holder/Authorized Representative desiring to attend the Meeting should bring his/her copy of Notice for reference at the Meeting.

Ritesh Properties and Industries Limited

Corporate Identity Number: L74899DL1987PLC027050

Registered Office: 11/5B, Pusa Road, New Delhi-110060, India

Tel: 011-41537951/9212359076; E-mail: riteshlimited8@gmail.com

Website: www.riteshindustries.us

Attendance Slip

Meeting of Equity Shareholders on April 03, 2021, Saturday at 11:00 a.m.

I/We hereby record my/our presence at the meeting of equity shareholders of Ritesh Properties and Industries Limited convened pursuant to order of Hon'ble National Company Law Tribunal, New Delhi Bench-II dated 11:00 A.M. at NCUI Auditorium & Convention Center, 3, August Kranti Marg, New Delhi 110016 on April 03, 2021.

Name of the equity shareholders/ Proxy/ Authorized Representative	INDIA 18 JAN
Address of the equity shareholders/ Proxy/ Authorized Representative	M/11 Sadash Nagar, Gurgaon
No. of equity shares	1
Value of equity shares	10

12049800 00156977

Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	SUMAN JAIN
Address of the equity shareholders/ Proxy/ Authorized Representative	141/1, ANAND NAGAR, NEW DELHI
No. of equity shares	10
Value of equity shares	12049800 00156958


 Signature of the Equity Shareholders/Proxy/
 Authorized Representative

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Name of the equity shareholders/ Proxy/ Authorized Representative	RASU
Address of the equity shareholders/ Proxy/ Authorized Representative	R2-535/24 Tughlakabad Extn. Kirti Kani New Delhi - 19
No. of equity shares	one
Value of equity shares	10

120 20 6000 11 36519


 Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	HARMOHAN SINGH
Address of the equity shareholders/ Proxy/ Authorized Representative	11/5B Pusa Rd New Delhi
No. of equity shares	10
Value of equity shares	100

(N300118) 11508900

Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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300708- 10182550

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Name of the equity shareholders/ Proxy/ Authorized Representative	RAJNI GUPTA
Address of the equity shareholders/ Proxy/ Authorized Representative	M/11111 Bhole Nath Nagar, Shahdara Delhi
No. of equity shares	1
Value of equity shares	60


 Signature of the Equity Shareholders/Proxy/
 Authorized Representative

Notes:

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1304140001647317

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Name of the equity shareholders/ Proxy/ Authorized Representative	LOKESH GUPTA
Address of the equity shareholders/ Proxy/ Authorized Representative	4/1144 Bhola Nath Nagar, Shahdara
No. of equity shares	10
Value of equity shares	100


 Signature of the Equity Shareholders/Proxy/
 Authorized Representative

Notes:

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1304140007635382

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Name of the equity shareholders/ Proxy/ Authorized Representative	Agnish Gupta
Address of the equity shareholders/ Proxy/ Authorized Representative	4/11/11/11 Bhalu Nath Nagar, Shahdara Delhi
No. of equity shares	1
Value of equity shares	10


 Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	SURENDER KUMAR ARORA
Address of the equity shareholders/ Proxy/ Authorized Representative	V-5, Sec-14 UP.
No. of equity shares	1
Value of equity shares	10

300118-11485881

Surender Kumar Arora

Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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301436-10215753

Attendance Slip

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Name of the equity shareholders/ Proxy/ Authorized Representative	RAKESH KUMAR
Address of the equity shareholders/ Proxy/ Authorized Representative	JK 7/11 NEW MOHIN
No. of equity shares	1
Value of equity shares	10



Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	RAKESH KUMAR
Address of the equity shareholders/ Proxy/ Authorized Representative	TR 7/11 NEW MODINARA
No. of equity shares	1000
Value of equity shares	


 Signature of the Equity Shareholders/Proxy/
 Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	Gagan Kumar
Address of the equity shareholders/ Proxy/ Authorized Representative	1167AA, East Kirti Nagar, Subhade
No. of equity shares	4
Value of equity shares	40

300206-11044542

Gagan
Signature of the Equity Shareholders/Proxy/
Authorized Representative

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Name of the equity shareholders/ Proxy/ Authorized Representative	Savita Arni / Gagan Lamb
Address of the equity shareholders/ Proxy/ Authorized Representative	1/617A, A, East Kirti Nagar, Sahdole
No. of equity shares	5
Value of equity shares	80

300206-11044559

Gagan Lamb

Signature of the Equity Shareholders/Proxy/
Authorized Representative

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Name of the equity shareholders/ Proxy/ Authorized Representative	MANGT SINGH
Address of the equity shareholders/ Proxy/ Authorized Representative	1/9157 gali no. 4, Sahdara
No. of equity shares	110
Value of equity shares	1100

300206
10907641

MANGT SINGH

Signature of the Equity Shareholders/Proxy/
Authorized Representative

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Name of the equity shareholders/ Proxy/ Authorized Representative	SARUJEE SINGH PRAKASH
Address of the equity shareholders/ Proxy/ Authorized Representative	1/9157, Galina-4, Sahdara
No. of equity shares	20
Value of equity shares	200

$$\begin{array}{r} 300206 \\ \hline 10997625 \end{array}$$

Marguerite

**Signature of the Equity Shareholders/Proxy/
Authorized Representative**

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	BAYANT Kaur SAHNI
Address of the equity shareholders/ Proxy/ Authorized Representative	11/5B Pusa Rd New Delhi
No. of equity shares	1000000
Value of equity shares	1000000

300112

10037013

Signature of the Equity Shareholders/Proxy/
Authorized Representative

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Name of the equity shareholders/ Proxy/ Authorized Representative	30/11/18 10036150 HARMODHAN SINGH - SAWHNEY
Address of the equity shareholders/ Proxy/ Authorized Representative	11/24 T. Nagar ND
No. of equity shares	100
Value of equity shares	100


 Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	KULDIP PARKASH SOOD
Address of the equity shareholders/ Proxy/ Authorized Representative	63 U.B - Jawahar Nagar, Delhi - 110007
No. of equity shares	5
Value of equity shares	50

IN 302994/10048333

KPSood

Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	<u>KAUSHLYA / AJAY SOOD.</u>
Address of the equity shareholders/ Proxy/ Authorized Representative	<u>63 4th. Jawahar Nagar, Delhi-7</u>
No. of equity shares	<u>5</u>
Value of equity shares	<u>50</u>

IN 300118 / 11366743

Ajay sood
Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	RADHA SOOD / PRAVIN SOOD.
Address of the equity shareholders/ Proxy/ Authorized Representative	63 4th Jawahar Nagar, Delhi-7.
No. of equity shares	5
Value of equity shares	50

IN 300118/11367614


 Signature of the Equity Shareholders/Proxy/
 Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	PR PRAVIN SOOD / RADHA SOOD
Address of the equity shareholders/ Proxy/ Authorized Representative	63 U.B. Tawakar Nagar, Delhi - 7
No. of equity shares	5
Value of equity shares	50

IN 300513/18988126

Pravin Sood

Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	AJAY SOOD.
Address of the equity shareholders/ Proxy/ Authorized Representative	63 U.B. Jawahar Nagar, Delhi-7
No. of equity shares	5
Value of equity shares	50

IN 302994-10048228

Ajay Sood

Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Attendance Slip

Meeting of Equity Shareholders on April 03, 2021, Saturday at 11:00 a.m.

I/We hereby record my/our presence at the meeting of equity shareholders of Ritesh Properties and Industries Limited convened pursuant to order of Hon'ble National Company Law Tribunal, New Delhi Bench-II dated 11:00 A.M. at NCUI Auditorium & Convention Center, 3, August Kranti Marg, New Delhi 110016 on April 03, 2021.

Name of the equity shareholders/ Proxy/ Authorized Representative	Jagdish Parashad Gupta
Address of the equity shareholders/ Proxy/ Authorized Representative	204 Gate No. 3 Regd. Office B. R. Path
No. of equity shares	100
Value of equity shares	1000

Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

1. Equity Shareholders/ Proxy Holder/Authorized Representative wishing to attend the Meeting should bring the attendance slip to the Meeting and hand over at the entrance duly signed.
2. Equity Shareholders/ Proxy Holder/Authorized Representative desiring to attend the Meeting should bring his/her copy of Notice for reference at the Meeting.

Ritesh Properties and Industries Limited

Corporate Identity Number: L74899DL1987PLC027050

Registered Office: 11/5B, Pusa Road, New Delhi-110060, India

Tel: 011-41537951/9212359076; E-mail: riteshlimited8@gmail.com

Website: www.riteshindustries.us

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Name of the equity shareholders/ Proxy/ Authorized Representative	SANTOSH BHUTANI
Address of the equity shareholders/ Proxy/ Authorized Representative	M19, -8, Punyati Bagn.
No. of equity shares	120/910 to 2044109 (2)
Value of equity shares	20

Santosh Bhutani

Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	Chsuu Jungs/DP. Jungs
Address of the equity shareholders/ Proxy/ Authorized Representative	Delhi/2-3 000000-6377H
No. of equity shares	10
Value of equity shares	200

Chsuu Jungs
Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	<i>Pooja Ravi</i>
Address of the equity shareholders/ Proxy/ Authorized Representative	<i>Delhi 123 000 000 058229</i>
No. of equity shares	<i>10</i>
Value of equity shares	<i>10</i>

Pooja
Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	ANIL JAIN
Address of the equity shareholders/ Proxy/ Authorized Representative	11/5B, PUSA ROAD, NEW DELHI-110060
No. of equity shares	2
Value of equity shares	20

~~12033500 0015 6958~~

12033500 02074120


 Signature of the Equity Shareholders/Proxy/
 Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	JOGI RICE
Address of the equity shareholders/ Proxy/ Authorized Representative	JOB 290/63 K-2504, Sangam Vihar New Delhi
No. of equity shares	100
Value of equity shares	1000

Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	INDER K/0 JAR
Address of the equity shareholders/ Proxy/ Authorized Representative	11/5B PUSA RD NEW DELHI 110060
No. of equity shares	18
Value of equity shares	180

12013300 01194847

Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	<i>GU</i> GULSHAN RANI
Address of the equity shareholders/ Proxy/ Authorized Representative	149, Ward No. 6, Rajin street, Rohini
No. of equity shares	20
Value of equity shares	20

$$\frac{10301143}{10910558}$$

Gulshan Rani

Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	OM PRAKASH
Address of the equity shareholders/ Proxy/ Authorized Representative	70, Block D, Vikas Puri.
No. of equity shares	20
Value of equity shares	20

12019101 02067601


 Signature of the Equity Shareholders/Proxy/
 Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	Yugal Kishore Gohar
Address of the equity shareholders/ Proxy/ Authorized Representative	17/123, Subhash Nagar New Delhi - 110028
No. of equity shares	3000
Value of equity shares	3000

Folio - Y00043


 Signature of the Equity Shareholders/Proxy/
 Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	SHR. P. S. SIMHA MOHANT
Address of the equity shareholders/ Proxy/ Authorized Representative	F-64, Green Vardhilly, Sector 64, Noida
No. of equity shares	10
Value of equity shares	1000

300 708 - 10012 312

S.S. Mohant
Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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Name of the equity shareholders/ Proxy/ Authorized Representative	SNGH
Address of the equity shareholders/ Proxy/ Authorized Representative	F-64, Green Ward City, Sector 46, Noida
No. of equity shares	20
Value of equity shares	300

300708-10012329

SNGH

Shneh
Signature of the Equity Shareholders/Proxy/
Authorized Representative

Notes:

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2. Equity Shareholders/ Proxy Holder/Authorized Representative desiring to attend the Meeting should bring his/her copy of Notice for reference at the Meeting.

Avinash Kaur & Co.

Company Secretary

906, 9th Floor, New Delhi House Building
Barakhamba Road, New Delhi-110001

Tel : +91 11 41504766

M : +91 9899199120

E : csavinashkaur@gmail.com

SCRUTINIZER'S REPORT

To,

Mr. SP Singh Chawla

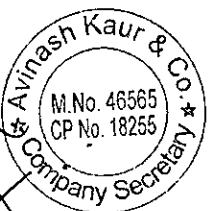
Chairperson appointed by the Hon'ble National Company Law Tribunal, New Delhi, Bench-II, for the meeting of the equity shareholders of M/s Ritesh Properties and Industries Limited pursuant to the Company Application No. CA (CAA)-17/ND/2021.

Sub: Consolidated Scrutinizer's Report in respect of votes cast by e-voting, postal ballot and poll on the resolution proposed in the notice dated March 03, 2021 by the equity shareholders including public shareholders of M/s Ritesh Properties and Industries Limited at National Company Law Tribunal convened meeting.

Dear Sir,

I, Avinash Kaur, Company Secretary in Practice, holding CP No.: 18255, was appointed as the "Scrutinizer" by the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("Tribunal" or "NCLT") by its order dated February 24, 2021 in Company Application no. CA(CAA)-17/ND/2021 ("Order"), for the purpose of scrutinising the voting process i.e. voting through postal ballot, remote e-voting and poll through ballot paper at the venue of the meeting of the equity shareholders of M/s Ritesh Properties and Industries Limited holding CIN: L74899DL1987PLC027050 ("Company") convened by the order of the Tribunal and held at NCUI Auditorium & Convention Centre, 3, August Kranti Marg, New Delhi-110016 on Saturday, April 03, 2021 at 11:00 a.m. ("Meeting"), pursuant to sections 230 to 232 of the Companies Act, 2013 ("the Act") read with applicable rules made thereunder, along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations"), on the resolution seeking approval of equity shareholders including public shareholders to the scheme of amalgamation ("Scheme") amongst M/s Ritesh Spinning Mills Limited ("Transferor Company-1"), M/s Ritesh Impex Private Limited ("Transferor Company-2"), M/s H B Fibres Limited ("Transferor Company-3") and M/s Ritesh Properties and Industries Limited ("Transferee Company") and their respective shareholders and creditors in terms of the notice dated March 03, 2021 convening the said meeting.

The responsibility of compliance with the Order of Tribunal in relation to voting through postal ballot, remote e-voting and poll through ballot paper at the venue of Hon'ble NCLT convened Meeting (hereinafter collectively referred as "Voting") on the proposed resolution lies with the management of the Company. The responsibility as a scrutinizer was to ensure that the processes of Voting were in a fair and transparent manner and to submit a consolidated report of Scrutinizer on the Voting to the Chairperson of NCLT convened Meeting on the proposed resolution, based on the report generated from the e-voting system provided by the Central Depository Services (India) Limited ("CDSL").



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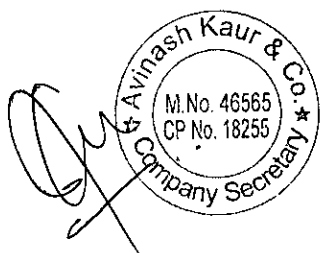
E : csavinashkaur@gmail.com

In terms of the provisions of Regulation 44 of the LODR Regulations and pursuant to the provisions of section 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended ("Rules") and Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular"), Secretarial Standard-2 (Secretarial Standards on General Meetings) ("SS-2") issued by the Institute of Company Secretaries of India and as per directions issued by the Tribunal, the Company had provided the facility of voting through postal ballot and remote e-voting through CDSL.

Notices were issued by hand delivery to the promoters of the Company, through e-mail to those equity shareholders whose e-mail addresses were updated in the records of the Registrar and Share Transfer Agent ("RTA"), through courier to those equity shareholders whose e-mails were not updated in the records of the RTA on March 03, 2021 and by advertisement dated March 04, 2021.

I do hereby submit my report as under:

- (i) The Company appointed CDSL as the agency for providing the e-voting platform to the equity shareholders of the Company.
- (ii) The cut-off date for the purpose of deciding the equity shareholders entitled for the Voting on the resolution was December 31, 2020.
- (iii) The Company had completed the dispatch of the notice of the Meeting along with the relevant annexures referred thereto, including *inter-alia* proxy forms, attendance slip, etc. to the equity shareholders of the Company by March 03, 2021 and had also published an advertisement in 'Business Standard' in English language (all editions) and 'Jansatta' in Hindi language (Delhi edition) on March 04, 2021.
- (iv) On Saturday, April 03, 2021, at the venue of the NCLT convened meeting, it was observed that the Quorum as fixed by the Order of the NCLT for the Meeting of the equity shareholders was not present at the time of the meeting i.e., 11:00 am. Accordingly, in terms of para 17 (i) of the Order, the said meeting was adjourned by thirty (30) minutes and was re-convened at 11:30 a.m.
- (v) At the re-convened meeting, 50 (Fifty) equity shareholders of the Company attended the Meeting in person or by proxy or through authorized representative.
- (vi) The voting through postal ballot and remote e-voting facility remained open for a period of 30 (thirty) days commencing from Thursday, March 04, 2021 at 9:00 a.m. and ended on Friday, April 02, 2021 at 5:00 p.m.



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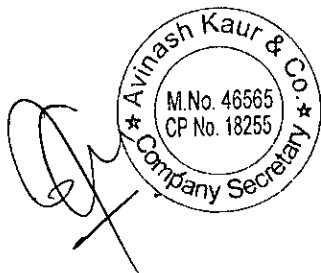
E : csavinashkaur@gmail.com

- (vii) The notice of Meeting clearly indicated the process and manner of voting by postal ballot and remote e-voting.
- (viii) At the end of the voting period on Friday, April 02, 2021 at 5:00 p.m., the voting portal was blocked forthwith. The same was unblocked on Saturday, April 03, 2021 in the presence of two witnesses viz. Ms. Shubhi Khetan and Mr. Aditya Kamboj, after voting process by poll was completed and the r-voting results were downloaded.
- (ix) At the venue of the NCLT convened Meeting, the Chairperson, after discussion on resolution mentioned in the said Notice, announced that the equity shareholders present at the Meeting and who have not cast their vote through postal ballot or by remote e-voting, can exercise their voting rights by ballot papers which were made available at the venue of the Meeting.
- (x) One ballot box was kept for voting at the Meeting, which was locked in my presence. After the completion of voting at the NCLT convened meeting, the locked ballot box was subsequently opened in my presence along with two witnesses viz. Ms. Shubhi Khetan and Mr. Aditya Kamboj and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and RTA with respect to authorizations/ proxies lodged with the Company. The ballot papers which have been treated as invalid were kept separately.
- (xi) Voting rights of equity shareholders have been reckoned in proportion to their paid-up share capital as on December 31, 2020.
- (xii) The consolidated result of remote e-voting, postal ballot and voting by poll are as under:

Resolution

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or



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difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."

A. Summary of voting by public shareholders through remote e-voting, postal ballot and ballot paper at the Meeting:

Particulars	Number of Public Shareholders voted				Percentage
	Remote E-Voting	Postal Ballot	Poll at meeting*	Total	
Assent	44	0	20	64	85.33
Dissent	11	0	0	11	14.67
Total	55	0	20	75	100

*represents number of shareholders whose votes have been considered valid

Particulars	Number of valid votes cast by Public Shareholders				Percentage
	Remote E-Voting	Postal Ballot	Poll at meeting	Total	
Assent	6,69,709	0	764	6,70,473	99.96
Dissent	266	0	0	266	0.04
Total	6,69,975	0	764	6,70,739	100

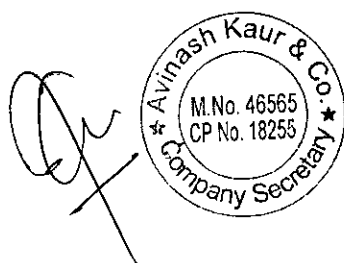
Bifurcation of the aforesaid voting is given below:

A1. Voting through Remote E-voting

Particulars	No. of Public Voters	No. of Equity Shares
a) Total votes cast	55	6,69,975
b) Less: Invalid Votes	0	0
c) Net valid votes cast	55	6,69,975
d) Votes with assent	44	6,69,709
e) Votes with dissent	11	266

A2. Voting through Postal Ballot

Particulars	No. of Public Voters	No. of Equity Shares
a) Total votes cast	0	0
b) Less: Invalid Votes	0	0
c) Net valid votes cast	0	0
d) Votes with assent	0	0
e) Votes with dissent	0	0



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A3. Voting through Poll at Meeting

No. of public shareholders attended the meeting	Particulars	No. of Public Voters	No. of Equity Shares
Fifty (50)	a) Total votes cast	26	878
	b) Less: Invalid Votes*	6	114
	c) Net valid votes cast	20	764
	d) Votes with assent	20	764
	e) Votes with dissent	0	0

***Reason(s) for invalid votes**

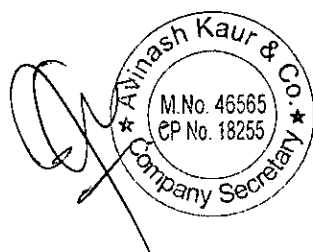
- Two (2) equity shareholders holding three (3) equity shares in aggregate have already voted through remote e-voting.
- The signature of One (1) equity shareholder holding Hundred (100) shares did not match with the records maintained by the RTA.
- The signatures of Three (3) equity shareholders holding Eleven (11) shares in aggregate could not be verified due to unavailability of records maintained by the RTA/Company.

B. Summary of voting by shareholders (Promoter + Public) through Remote E-voting, postal ballot and through ballot paper at the meeting:

Particulars	Number of shareholders (Promoter + Public) voted				Percentage
	Remote E-Voting	Postal Ballot	Poll at meeting*	Total	
Assent	57	0	20	77	87.5
Dissent	11	0	0	11	12.5
Total	68	0	20	88	100

*represents number of shareholders whose votes have been considered valid

Particulars	Number of valid votes cast by shareholders (Promoter + Public)				Percentage
	Remote E-Voting	Postal Ballot	Poll at meeting	Total	
Assent	67,52,199	0	764	67,52,963	99.99
Dissent	266	0	0	266	0.01
Total	67,52,465	0	764	67,53,229	100



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Bifurcation of the aforesaid voting is given below:

B1. Voting through Remote E-voting

Particulars	No. of Voters	No. of Equity Shares
a) Total votes cast	68	67,52,465
b) Less: Invalid Votes	0	0
c) Net valid votes cast	68	67,52,465
d) Votes with assent	57	67,52,199
e) Votes with dissent	11	266

B2. Voting through Postal Ballot

Particulars	No. of Voters	No. of Equity Shares
a) Total votes cast	0	0
b) Less: Invalid Votes	0	0
c) Net valid votes cast	0	0
d) Votes with assent	0	0
e) Votes with dissent	0	0

B3. Voting through Poll at Meeting

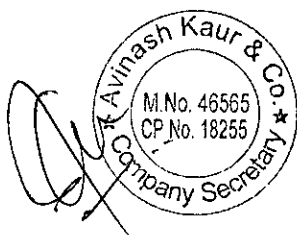
No. of shareholders (Promoter + Public) attended the meeting	Particulars	No. of Voters	No. of Equity Shares
Fifty (50)	a) Total votes cast	26	878
	b) Less: Invalid Votes*	6	114
	c) Net valid votes cast	20	764
	d) Votes with assent	20	764
	e) Votes with dissent	0	0

*Reasons for invalid votes- Same as provided in table A3 above.

Based on the aforesaid Voting results, the aforementioned proposed resolution shall be deemed to have been approved by the equity shareholders of the Company on the date of the NCLT convened Meeting of equity shareholders of the Company with requisite majority of Equity shareholders (including proxies and authorized representatives) exercising voting rights representing three-fourths in value of shares held by them.

Further, in terms of the SEBI Circular, the aforementioned proposed resolution was passed by the public shareholders with requisite majority.

Register of votes cast through postal ballot, remote e-voting and by ballot papers at the venue of NCLT convened Meeting of equity shareholders including public shareholders of the Company and all other relevant records of voting process given/provided/maintained in electronic mode will remain in my



Avinash Kaur & Co.
Company Secretary


906, 9th Floor, New Delhi House Building
Barakhamba Road, New Delhi-110001

Tel : +91 11 41504766
M : +91 9899199120
E : csavinashkaur@gmail.com

- custody until the Chairperson files his report with the NCLT and thereafter the same shall be handed over to Ms. Tarandeep Kaur, Company Secretary of the Company for safe keeping of records in terms of law.

Thanking You

For Avinash Kaur & Co.
Company Secretary


Avinash Kaur
Proprietor

C.P No.: 18255

M. No.: A46565

UDIN: A046565C000015952

Date: 04 April 2021

Place: New Delhi

Ritesh Properties and Industries Limited

Corporate Identity Number: L74899DL1987PLC027050

Registered Office: 11/5B, Pusa Road, New Delhi-110060, India

Tel: 011-41537951/9212359076; E-mail: riteshlimited8@gmail.com

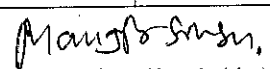
Website: www.riteshindustries.us

ANNEXURE -593

FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and
rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER				
S.No.	Particulars	Details		
1.	Name of the Shareholder (In block letters)	MANISH SINGH		
2.	Proxy/ Authorized Representative			
3.	Postal Address	1-9157, GATE NO. 4 WEST ROADS NAGAR.		
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	300206-10907641		
5.	Class of Shareholder	Equity (Public / Promoter)		
I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	110	✓	
Place: DELHI Date: 3-4-2021		 (Signature of the Shareholder)*		

*As per records

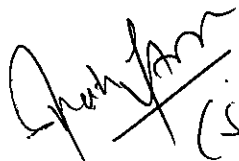
Place: New Delhi
Date: April 03, 2021

SP Singh Chawla

(Chairperson appointed for the Meeting)

Notes:

- ✓ Ballot Paper must be complete in all respects and duly signed by the Creditor/Proxy/Authorized Representative.
- ✓ All alterations made in the Ballot Paper should be initialed.
- ✓ Ballot Paper **INCOMPLETE** in any respect is liable to be treated as **INVALID** at the discretion of the Scrutinizer(s) and/or the Chairperson.


 (Scrutinizer)

Ritesh Properties and Industries Limited

Corporate Identity Number: L74899DL1987PLC027050

Registered Office: 11/5B, Pusa Road, New Delhi-110060, India

Tel: 011-41537951/9212359076; E-mail: riteshlimited8@gmail.com

Website: www.riteshindustries.us

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FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and
rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER				
S.No.	Particulars	Details		
1.	Name of the Shareholder (In block letters)	RAKESH KUMAR		
2.	Proxy/ Authorized Representative			
3.	Postal Address	T-7/11 NEW MOH NAGAR		
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	301436-10215753		
5.	Class of Shareholder	Equity (Public / Promoter)		
I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	1	✓	
Place: <u>DEM</u> Date: <u>3/4/21</u> *As per records				

(Signature of the Shareholder)*

Place: New Delhi

Date: April 03, 2021

SP Singh Chawla

(Chairperson appointed for the Meeting)

Notes:

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Ritesh Properties and Industries Limited

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Website: www.riteshindustries.us

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FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and
rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER		
S.No.	Particulars	Details
1.	Name of the Shareholder (In block letters)	CHARU JUNEJA
2.	Proxy/ Authorized Representative	D.P. JUNEJA
3.	Postal Address	MAHENDER PAL 20 SANT NAGAR, N.D-110065
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	1203009000063771
5.	Class of Shareholder	Equity (Public / Promoter)

I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:

No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, I I B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	1 APR APR	 ✓ ✓	

Place:

Date:

*As per records

Charu Juneja
(Signature of the Shareholder)

Place: New Delhi

Date: April 03, 2021

SP Singh Chawla

(Chairperson appointed for the Meeting)

Notes:

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(Scrutinizer)

Ritesh Properties and Industries Limited

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FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER				
S.No.	Particulars	Details		
1.	Name of the Shareholder (In block letters)	SAVITA RANI / GAGAN KUMAR		
2.	Proxy/ Authorized Representative			
3.	Postal Address	1/6177-A, EAST ROHTASH NAGAR SHAHNARA		
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	300206-11044559		
5.	Class of Shareholder	Equity (Public / Promoter)		
I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Inpex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"). as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	ALL 5	✓	
Place: _____ Date: _____ (Signature of the Shareholder)*				

*As per records

Place: New Delhi

Date: April 03, 2021

Sr Singh Chawla

(Chairperson appointed for the Meeting)

Notes:

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(Scrutinizer)

Invalid (e-voting)

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FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and
rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER				
S.No.	Particulars	Details		
1.	Name of the Shareholder (In block letters)	1201410000010073		
2.	Proxy/ Authorized Representative	KRISHAN LAL CHADHA		
3.	Postal Address	9138A MOTI NAGAR N-D-15		
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)			
5.	Class of Shareholder	Equity (Public / Promoter)		
I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	1	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Place: _____ Date: _____		(Signature of the Shareholder)*		

*As per records

Place: New Delhi

Date: April 03, 2021

SP Singh Chawla

(Chairperson appointed for the Meeting)

Notes:

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(Scrutinizer)

Ritesh Properties and Industries Limited

Corporate Identity Number: L74899DL1987PLC027050

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Tel: 011-41537951/9212359076; E-mail: riteshlimited8@gmail.com

Website: www.riteshindustries.us

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FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and
rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER				
S.No.	Particulars	Details		
1.	Name of the Shareholder (In block letters)	KAUSHLYA / Ajay Singh		
2.	Proxy/ Authorized Representative			
3.	Postal Address	63-12 B, Jawahar Nagar Delhi - 110007		
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	IN-300118/11366743		
5.	Class of Shareholder	Equity (Public / Promoter)		
I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	5	✓	
		5	✓	
Place: _____ Date: _____ (Signature of the Shareholder)*				

*As per records

Place: New Delhi
Date: April 03, 2021

SP Singh Chawla

(Chairperson appointed for the Meeting)

Notes:

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(Scrutinizer)

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Website: www.riteshindustries.us

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FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and
rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER				
S.No.	Particulars	Details		
1.	Name of the Shareholder (In block letters)	PRAVIN SOOD / RADHA SOOD.		
2.	Proxy/ Authorized Representative			
3.	Postal Address	63 U.D. Tawaray Nagar, Delhi-7		
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	IN 300513-18988126		
5.	Class of Shareholder	Equity (Public / Promoter)		
I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	5	✓	
Place:		Pravin Sood		
Date:		(Signature of the Shareholder)*		

*As per records

Place: New Delhi

Date: April 03, 2021

SP Singh Chawla

(Chairperson appointed for the Meeting)

Notes:

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Ritesh Properties and Industries Limited

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FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and
rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER		
S.No.	Particulars	Details
1.	Name of the Shareholder (In block letters)	MANU BHARGAVA
2.	Proxy/ Authorized Representative	
3.	Postal Address	2226 MAS J20 KHAZUR DHARMPURA DEHRA DUKKI-110060
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	102081
5.	Class of Shareholder	Equity (Public / Promoter)

I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:

No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	5	✓	✓

Place:

Date:

*As per records

Place: New Delhi

Date: April 03, 2021

SP Singh Chawla

(Chairperson appointed for the Meeting)

Notes:

- ✓ Ballot Paper must be complete in all respects and duly signed by the Creditor/Proxy/Authorized Representative.
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(Scrutinizer)

~~Signature mismatch~~

Ritesh Properties and Industries Limited

Corporate Identity Number: L74899DL1987PLC027050
Registered Office: 11/5B, Pusa Road, New Delhi-110060, India
Tel: 011-41537951/9212359076; E-mail: riteshlimited8@gmail.com
Website: www.riteshindustries.us

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FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and
rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER				
S.No.	Particulars	Details		
1.	Name of the Shareholder (In block letters)	जगत रीटि		
2.	Proxy/ Authorized Representative			
3.	Postal Address	K D 504 रीटि, नई दिल्ली		
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	J00290		
5.	Class of Shareholder	Equity (Public / Promoter)		
I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	100	✓	
Place: Date:		(Signature of the Shareholder)*		

*As per records

Place: New Delhi
Date: April 03, 2021

SP Singh Chawla

(Chairperson appointed for the Meeting)

Notes:

- ✓ Ballot Paper must be complete in all respects and duly signed by the Creditor/Proxy/Authorized Representative.
- ✓ All alterations made in the Ballot Paper should be initialed.
- ✓ Ballot Paper **INCOMPLETE** in any respect is liable to be treated as **INVALID** at the discretion of the Scrutinizer(s) and/or the Chairperson.

(Scrutinizer)

Ritesh Properties and Industries Limited

Corporate Identity Number: L74899DL1987PLC027050

Registered Office: 11/5B, Pusa Road, New Delhi-110060, India
Tel: 011-41537951/9212359076; E-mail: riteshlimited8@gmail.com


Website: www.riteshindustries.us

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FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and
rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER				
S.No.	Particulars	Details		
1.	Name of the Shareholder (In block letters)	MADAN LAL LADHWA		
2.	Proxy/ Authorized Representative	-		
3.	Postal Address	B-4, Bhola Nath Nagar, Shikhar Park, 110032		
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	M 00608		
5.	Class of Shareholder	Equity (Public / Promoter)		
I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	100	✓	
Place:		 (Signature of the Shareholder)*		
Date:				

*As per records

Place: New Delhi

Date: April 03, 2021

Singh Chawla

(Chairperson appointed for the Meeting)

Notes:

- ✓ Ballot Paper must be complete in all respects and duly signed by the Creditor/Proxy/Authorized Representative.
- ✓ All alterations made in the Ballot Paper should be initialed.
- ✓ Ballot Paper **INCOMPLETE** in any respect is liable to be treated as **INVALID** at the discretion of the Scrutinizer(s) and/or the Chairperson.

(Scrutinizer)

Ritesh Properties and Industries Limited

Corporate Identity Number: L74899DL1987PLC027050

Registered Office: 11/5B, Pusa Road, New Delhi-110060, India

Tel: 011-41537951/9212359076; E-mail: riteshlimited8@gmail.com

Website: www.riteshindustries.us

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FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and
rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER				
S.No.	Particulars	Details		
1.	Name of the Shareholder (In block letters)	KULDIP PARKASH SOOD		
2.	Proxy/ Authorized Representative			
3.	Postal Address	63 U.D. Juvaker Nagar, New Delhi-7		
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	IN 302994 - 10048333		
5.	Class of Shareholder	Equity (Public / Promoter)		
I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	5	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Place: _____
Date: _____ (Signature of the Shareholder)*

*As per records

Place: New Delhi
Date: April 03, 2021

SP Singh Chawla

(Chairperson appointed for the Meeting)

Notes:

- ✓ Ballot Paper must be complete in all respects and duly signed by the Creditor/Proxy/Authorized Representative.
- ✓ All alterations made in the Ballot Paper should be initialed.
- ✓ Ballot Paper **INCOMPLETE** in any respect is liable to be treated as **INVALID** at the discretion of the Scrutinizer(s) and/or the Chairperson.

(Scrutinizer)

Ritesh Properties and Industries Limited

Corporate Identity Number: L74899DL1987PLC027050

Registered Office: 11/5B, Pusa Road, New Delhi-110060, India

Tel: 011-41537951/9212359076; E-mail: riteshlimited8@gmail.com

Website: www.riteshindustries.us

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FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and
rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER				
S.No.	Particulars	Details		
1.	Name of the Shareholder (In block letters)	AJAY SOOD		
2.	Proxy/ Authorized Representative			
3.	Postal Address	63 UD Tawana Nagar.		
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	EN 302994 - 10048228		
5.	Class of Shareholder	Equity (Public / Promoter)		
I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	5	✓	
Place: 3/4/21		Ajay Sood		
Date:		(Signature of the Shareholder)*		

*As per records

Place: New Delhi

Date: April 03, 2021

Singh Chawla

(Chairperson appointed for the Meeting)

Notes:

- ✓ Ballot Paper must be complete in all respects and duly signed by the Creditor/Proxy/Authorized Representative.
- ✓ All alterations made in the Ballot Paper should be initialed.
- ✓ Ballot Paper **INCOMPLETE** in any respect is liable to be treated as **INVALID** at the discretion of the Scrutinizer(s) and/or the Chairperson.

Scrutinizer

Ritesh Properties and Industries Limited

Corporate Identity Number: L74899DL1987PLC027050

Registered Office: 11/5B, Puna Road, New Delhi-110060, India
Tel: 011-41537951/9212359076; E-mail: riteshlimited8@gmail.com

Website: www.riteshindustries.us

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FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and
rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER				
S.No.	Particulars	Details		
1.	Name of the Shareholder (In block letters)	SANTOSH BHUTANI		
2.	Proxy/ Authorized Representative	M.P. BHUTANI		
3.	Postal Address	MG FLAT NO.8, 3 RD FLOOR, P.B. ENCLAVE		
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	1201910102044109		
5.	Class of Shareholder	Equity (Public / Promoter)		
I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	ALL 2	✓	
		ALL	✓	

Place: _____
Date: _____

*As per records

Place: New Delhi
Date: April 03, 2021

_____ (Chairperson appointed for the Meeting)
(Alternate Chairperson)

_____ (Signature of the Shareholder)*

Notes:

- ✓ Ballot Paper must be complete in all respects and duly signed by the Creditor/Proxy/Authorized Representative.
- ✓ All alterations made in the Ballot Paper should be initialed.
- ✓ Ballot Paper **INCOMPLETE** in any respect is liable to be treated as **INVALID** at the discretion of the Scrutinizer(s) and/or the Chairperson.

_____ (Scrutinizer)

Valid

Ritesh Properties and Industries Limited

Corporate Identity Number: L74899DL1987PLC027050

Registered Office: 11/5B, Pusa Road, New Delhi-110060, India

Tel: 011-41537951/9212359076; E-mail: riteshlimited8@gmail.com

Website: www.riteshindustries.us

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FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and
rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER				
S.No.	Particulars	Details		
1.	Name of the Shareholder (In block letters)	PRAVESH RANI		
2.	Proxy/ Authorized Representative			
3.	Postal Address	B-516 Sudeshan Park ND-15		
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	1203000000058229		
5.	Class of Shareholder	Equity (Public / Promoter)		
I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	1 All	✓	
		All	✓	
Place: _____ Date: _____ (Signature of the Shareholder)*				

*As per records

Place: New Delhi

Date: April 03, 2021

Dr. Singh Chawla

(Chairperson appointed for the Meeting)

Notes:

- ✓ Ballot Paper must be complete in all respects and duly signed by the Creditor/Proxy/Authorized Representative.
- ✓ All alterations made in the Ballot Paper should be initialed.
- ✓ Ballot Paper INCOMPLETE in any respect is liable to be treated as INVALID at the discretion of the Scrutinizer(s) and/or the Chairperson.

(Scrutinizer)

Ritesh Properties and Industries Limited

Corporate Identity Number: L74899DL1987PLC027050

Registered Office: 11/5B, Pusa Road, New Delhi-110060, India

Tel: 011-41537951/9212359076; E-mail: riteshlimited8@gmail.com

Website: www.riteshindustries.us

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FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and
rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER				
S.No.	Particulars	Details		
1.	Name of the Shareholder (In block letters)	RAKESH KUMAR		
2.	Proxy/ Authorized Representative			
3.	Postal Address	T-17/11 NEW MORI NAGAR NEW DELHI		
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	120141000010225		
5.	Class of Shareholder	Equity (Public / Promoter)		
I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	70	✓	
Place: <u>DEHI</u> Date: <u>3/4/21</u> *As per records				

(Signature of the Shareholder)*

Place: New Delhi

Date: April 03, 2021

SR Singh Chawla

(Chairperson appointed for the Meeting)

Notes:

- ✓ Ballot Paper must be complete in all respects and duly signed by the Creditor/Proxy/Authorized Representative.
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- ✓ Ballot Paper **INCOMPLETE** in any respect is liable to be treated as **INVALID** at the discretion of the Scrutinizer(s) and/or the Chairperson.

(Signature)

Ritesh Properties and Industries Limited

Corporate Identity Number: L74899DL1987PLC027050

Registered Office: 11/5B, Pusa Road, New Delhi-110060, India

Tel: 011-41537951/9212359076; E-mail: riteshlimited8@gmail.com

Website: www.riteshindustries.us

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FORM NO. MGT-12**Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER				
S.No.	Particulars	Details		
1.	Name of the Shareholder (In block letters)	SANTOSH SHARMA		
2.	Proxy/ Authorized Representative			
3.	Postal Address	888/58 Iai Nagar Delhi		
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	IN 306122-10028000		
5.	Class of Shareholder	Equity (Public / Promoter)		
I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	01	✓	
		01	✓	
Place: New Delhi Date: 3-4-2021 *As per records				
(Signature of the Shareholder)* Santosh				

Place: New Delhi

Date: April 03, 2021

S. Singh (Chawla)

(Chairperson appointed for the Meeting)

Notes:

- ✓ Ballot Paper must be complete in all respects and duly signed by the Creditor/Proxy/Authorized Representative.
- ✓ All alterations made in the Ballot Paper should be initialed.
- ✓ Ballot Paper **INCOMPLETE** in any respect is liable to be treated as **INVALID** at the discretion of the Scrutinizer(s) and/or the Chairperson.

(Scrutinizer)

Ritesh Properties and Industries Limited

Corporate Identity Number: L74899DL1987PLC027050

Registered Office: 11/5B, Pusa Road, New Delhi-110060, India

Tel: 011-41537951/9212359076; E-mail: riteshlimited8@gmail.com

Website: www.riteshindustries.us

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FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER				
S.No.	Particulars	Details		
1.	Name of the Shareholder (In block letters)	Yugal Kishore Gohar		
2.	Proxy/ Authorized Representative			
3.	Postal Address	H123, Subhash Nagar New Delhi-110027		
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	923/400043/63, 400043		
5.	Class of Shareholder	Equity (Public / Promoter)		
I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	300	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Place: Date:		(Signature of the Shareholder)*		

*As per records

Place: New Delhi
Date: April 03, 2021

SP Singh Chawla

(Chairperson appointed for the Meeting)

Notes:

- ✓ Ballot Paper must be complete in all respects and duly signed by the Creditor/Proxy/Authorized Representative.
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- ✓ Ballot Paper **INCOMPLETE** in any respect is liable to be treated as **INVALID** at the discretion of the Scrutinizer(s) and/or the Chairperson.

Ritesh Properties and Industries Limited

Corporate Identity Number: L74899DL1987PLC027050

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Tel: 011-41537951/9212359076; E-mail: riteshlimited8@gmail.com

Website: www.riteshindustries.us

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FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and
rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER				
S.No.	Particulars	Details		
1.	Name of the Shareholder (In block letters)	GAGAN KUMAR		
2.	Proxy/ Authorized Representative			
3.	Postal Address	1/6177-A, EAST ROHTASH NAGAR, SHAHDARA		
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	300206-11044542		
5.	Class of Shareholder	Equity (Public / Promoter)		
I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	ALL 4	✓	
Place:		Gagan (Signature of the Shareholder)*		
Date:				

*As per records

Place: New Delhi

Date: April 03, 2021

SP Singh Chawla

(Chairperson appointed for the Meeting)

Notes:

- ✓ Ballot Paper must be complete in all respects and duly signed by the Creditor/Proxy/Authorized Representative.
- ✓ All alterations made in the Ballot Paper should be initialed.
- ✓ Ballot Paper **INCOMPLETE** in any respect is liable to be treated as **INVALID** at the discretion of the Scrutinizer(s) and/or the Chairperson.

(Scrutinizer)

Ritesh Properties and Industries Limited

Corporate Identity Number: L74899DL1987PLC027050

Registered Office: 11/5B, Pusa Road, New Delhi-110060, India

Tel: 011-41537951/9212359076; E-mail: riteshlimited8@gmail.com

Website: www.riteshindustries.us

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FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and
rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER				
S.No.	Particulars	Details		
1.	Name of the Shareholder (In block letters)	Jagdish Parshad Garg		
2.	Proxy/ Authorized Representative			
3.	Postal Address	294 Gali No 3 Aggarwal colony Bahadurgarh - 124507		
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	300966 - 10068236 10068236		
5.	Class of Shareholder	Equity (Public / Promoter)		
I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	200	✓	
Place: New Delhi		(Signature of the Shareholder)*		
Date: 2-4-2021				

*As per records

Place: New Delhi

Date: April 03, 2021

SP Singh Chawla

(Chairperson appointed for the Meeting)

Notes:

- ✓ Ballot Paper must be complete in all respects and duly signed by the Creditor/Proxy/Authorized Representative.
- ✓ All alterations made in the Ballot Paper should be initialed.
- ✓ Ballot Paper **INCOMPLETE** in any respect is liable to be treated as **INVALID** at the discretion of the Scrutinizer(s) and/or the Chairperson.

(Alternate Chairperson)

Scrutinizer

(Scrutinizer)

Ritesh Properties and Industries Limited

Corporate Identity Number: L74899DL1987PLC027050

Registered Office: 11/5B, Pusa Road, New Delhi-110060, India

Tel: 011-41537951/9212359076; E-mail: riteshlimited8@gmail.com

Website: www.riteshindustries.us

FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

100150

BALLOT PAPER		
S.No.	Particulars	Details
1.	Name of the Shareholder (In block letters)	SANJAY KATHAR
2.	Proxy/ Authorized Representative	
3.	Postal Address	28/125 WEST PATEL MARG NEW DELHI
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	100150
5.	Class of Shareholder	Equity (Public / Promoter)

I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:

No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	1	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Place:

Date:

*As per records

Place: New Delhi

Date: April 03, 2021

SP Singh Chawla

(Chairperson appointed for the Meeting)

Notes:

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Registered Office: 11/5B, Pusa Road, New Delhi-110060, India

Tel: 011-41537951/9212359076: **E-mail:** riteshlimited8@gmail.com

Website: www.rileshindustries.us

FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER				
S.No.	Particulars	Details		
1.	Name of the Shareholder (In block letters)	NEERA BHARGA		
2.	Proxy/ Authorized Representative			
3.	Postal Address	2226 MAS 20 KH DHANMUKHA DEH		
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	102080		
5.	Class of Shareholder	Equity (Public / Promoter)		
I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	2	✓	✓
Place:		(Signature of the Shareholder)*		
Date:				

*As per records

Place: New Delhi

Date: April 03, 2021

(Chairperson appointed for the Meeting)

Notes:

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Ritesh Properties and Industries Limited

Corporate Identity Number: L74899DL1987PLC027050

Registered Office: 11/5B, Pusa Road, New Delhi-110060, India

Tel: 011-41537951/9212359076; E-mail: riteshlimited8@gmail.com

Website: www.riteshindustries.us

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FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER				
S.No.	Particulars	Details		
1.	Name of the Shareholder (In block letters)	VISHNU DUTT SHARMA		
2.	Proxy/ Authorized Representative			
3.	Postal Address	H.No. 888 / ST TRIGRA		
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	FN 306122 - 10004802		
5.	Class of Shareholder	Equity (Public / Promoter)		
I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	9	✓	

Place: DEH
Date: 03.04.21
*As per records

(Signature of the Shareholder)*

Place: New Delhi

Date: April 03, 2021

SP Singh Chawla

(Chairperson appointed for the Meeting)

Notes:

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(Scrutinizer)

Ritesh Properties and Industries Limited

Corporate Identity Number: L74899DL1987PLC027050

Registered Office: 11/5B, Pusa Road, New Delhi-110060, India

Tel: 011-41537951/9212359076; E-mail: riteshlimited8@gmail.com

Website: www.riteshindustries.us

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FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and
rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER		
S.No.	Particulars	Details
1.	Name of the Shareholder (In block letters)	SURENDER KUMAR ARORA
2.	Proxy/ Authorized Representative	
3.	Postal Address	45 SECTOR-12 Noida
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	300118-11485091
5.	Class of Shareholder	Equity (Public / Promoter)

I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:

No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	1 All	✓	

Place:

Date:

Delhi
3/3/21

(Signature of the Shareholder)*

*As per records

Place: New Delhi

Date: April 03, 2021

Sh. Singh Chawla

(Chairperson appointed for the Meeting)

Notes:

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(Scrutinizer)

Ritesh Properties and Industries Limited

Corporate Identity Number: L74899DL1987PLC027050

Registered Office: 11/5B, Pusa Road, New Delhi-110060, India

Tel: 011-41537951/9212359076; E-mail: riteshlimited8@gmail.com

Website: www.riteshindustries.us

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FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and
rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER				
S.No.	Particulars	Details		
1.	Name of the Shareholder (In block letters)	RADHA SOOD / PRAVIN SOOD		
2.	Proxy/ Authorized Representative			
3.	Postal Address	634/9, Jawahar Nagar, Delhi-7		
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	IN 300118 / 11367614		
5.	Class of Shareholder	Equity (Public / Promoter)		
I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impex Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	5	✓	
Place:		Radha Sood		
Date:		(Signature of the Shareholder)*		

*As per records

Place: New Delhi

Date: April 03, 2021

SP Singh Chawla

(Chairperson appointed for the Meeting)

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(Scrutinizer)

Not Available
* Invalid

FORM NO. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and
rule 21(1)(c) of the Companies(Management and Administration) Rules, 2014]

BALLOT PAPER				
S.No.	Particulars	Details		
1.	Name of the Shareholder (In block letters)	SANKSHI BHARGAVA		
2.	Proxy/ Authorized Representative			
3.	Postal Address	2226 MAS JRD KHAZUL DHAR MP UKAD GUH2-11w6		
4.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	102982		
5.	Class of Shareholder	Equity (Public / Promoter)		
I hereby exercise my vote in respect of the resolution(s) as mentioned below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of shares held as on 31.12.2020	I assent to the resolution	I dissent from the resolution
1.	<p>"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, New Delhi Bench-II ("NCLT") and/or other competent authorities, if any, the scheme of amalgamation amongst Ritesh Spinning Mills Limited, Ritesh Impax Private Limited, H B Fibres Limited and Ritesh Properties and Industries Limited, and their respective shareholders and creditors (hereinafter referred to as the "Scheme"), as circulated along with the notice of the meeting be and is hereby approved.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."</p>	5	✓	✓
Place:		Sankshi		
Date:		(Signature of the Shareholder)*		

*As per records

Place: New Delhi
Date: April 03, 2021

SP Singh Chawla

(Chairperson appointed for the Meeting)

Notes:

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(Signature)
(Scrutinizer)