



**RITESH PROPERTIES AND INDUSTRIES LIMITED**  
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Website: www.riteshindustries.us  
CIN: L74899DL1987PLC027050

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING ("EGM") OF THE MEMBERS OF RITESH PROPERTIES AND INDUSTRIES LIMITED ("THE COMPANY") TO BE HELD ON TUESDAY, 16TH DAY OF MARCH, 2021 AT 12:00 NOON (IST) THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO VISUAL MEANS ("OAVM") IN ACCORDANCE WITH THE APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 ("ACT, 2013") READ WITH MINISTRY OF CORPORATE AFFAIRS("MCA") GENERAL CIRCULAR NO. 20/2020 DATED 5TH MAY, 2020 READ WITH GENERAL CIRCULAR NO. 14/2020 AND 17/2020 DATED 8TH APRIL, 2020, 13TH APRIL, 2020 AND CIRCULAR NO. 02/2021 DATED 13TH JANUARY, 2021 RESPECTIVELY, AND SEBI CIRCULAR SEBI/HO/CFD/CMD1/CIR/P/2020/ DATED 12TH MAY, 2020, AND ALL OTHER APPLICABLE LAWS TO TRANSACT THE FOLLOWING BUSINESSES:

### SPECIAL BUSINESS:

#### 1. Issue of Unsecured Optionally Fully Convertible Debentures (OFCDs) on preferential basis

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

**"RESOLVED THAT** pursuant to sections 42, section 62 and section 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendments or re-enactments thereof for the time being in force), the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), each as amended, any other applicable laws, rules and regulations and enabling provisions in the Memorandum and Articles of Association of the Company and the equity listing agreements entered into by the Company with BSE Limited ("BSE") and subject to necessary approvals / sanctions / permissions of appropriate statutory / regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), the consent of members of the Company be and is hereby accorded to create, offer, issue and allot 42,00,000 (Forty Two Lakh) 0% (Zero percent) unsecured optionally fully convertible debentures ("OFCDs") of the face value of Rs. 10/- (Rupees Ten Only) each to be issued at an issue price of Rs. 22/- (Rupees Twenty Two) each aggregating to an amount not exceeding Rs. 9,24,00,000/- (Rupees Nine Crore Twenty Four Lakh), on such terms and conditions as set out in explanatory statement annexed with this notice and on such other terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment, by way of a preferential allotment on private placement basis to Findoc Finvest Private Limited (the "Proposed Allottee") and to issue such number of equity shares as may be required to be issued upon conversion of the OFCDs allotted pursuant to this resolution or as may be necessary in accordance with the terms of the offering.

**RESOLVED FURTHER THAT** the OFCDs to be allotted shall be subject to lock in for such period as specified in the provisions of Chapter V of the ICDR Regulations and will be listed on the stock exchanges subject to receipt of necessary permissions and approvals.

**RESOLVED FURTHER THAT** the equity shares to be issued, if any, on conversion of the OFCDs shall rank pari passu in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** the relevant date, for determination of the price at which OFCDs may be converted into equity shares of the Company, shall be the date 30 (thirty) days prior to the date on which the meeting of members is held to consider the proposed issuance of OFCDs.

**RESOLVED FURTHER THAT** OFCDs shall be allotted within the time period provided in SEBI ICDR Regulations and tenure of the OFCDs shall not exceed 18 (eighteen) months from the date of their allotment.

**RESOLVED FURTHER THAT** the equity shares to be allotted, if any, to the Proposed Allottee upon conversion of the OFCDs, be listed on BSE and that the Board be and is hereby authorised to make the necessary applications and to take

all other steps as may be necessary for and in connection with the listing of equity shares to be allotted, if any, to the Proposed Allottee upon conversion of OFCDs and for the admission of such OFCDs and the equity shares with the depositories, viz. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), and for the credit of such OFCDs and the equity shares allotted, if any, upon conversion of the OFCDs to the demat account of the Proposed Allottee.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalize, approve and sign the offer documents, if any, with authority to amend, vary, modify the terms and conditions of the OFCDs, including but not limited to the pricing thereof, as may be considered desirable or expedient or as may be required by the regulatory authorities, and for the purpose aforesaid make any amendments in the agreements as entered into or may be entered into by the Company in this regard, to give such declarations, affidavits, undertakings, certificates, consents, authorities as may be necessary and required from time to time, issuing clarifications on the offer, issue and allotment of OFCDs to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), to accept any conditions as may be asked to by SEBI, stock exchanges or any other regulatory authorities, resolving all questions of doubt that may arise in regard to the offer, issue and allotment of the OFCDs and utilization of proceeds of the issue of the OFCDs and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit and proper and to do all such acts deeds and things and to comply with all the formalities as may be required in connection with and incidental to the aforesaid offering of OFCDs, including for the post issue formalities, without being required to seek any fresh approval of members of the Company and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** any of the director(s), Company Secretary and/or any other officer(s) of the Company, be and are hereby, jointly and severally, authorized to file the necessary return with the concerned Registrar of Companies, if any and to do all such other acts, deeds and things as may be necessary to implement of the aforesaid resolutions."

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

**Sd/-  
(Tarandeep Kaur)  
Company Secretary**

**Place: Gurgaon**

**Date: 15th February, 2021**

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

##### **Item No. 1**

Your Company is engaged in development of approved Integrated Industrial Park on the land situated at Ludhiana Chandigarh Road, Ludhiana and engaged in business of trading of Fabrics, Real Estate, Shares, derivatives, options, forex, commodities and other financial instruments. Members of the Company are hereby informed that real estate sector was already under recession and now, economy is passing through one of the most challenging economic disruptions induced by various factors including COVID 19 pandemic.

Therefore, considering the funding requirements, easing out the liquidity cycle in the Company vis-à-vis long term vision of the Company, it is proposed to raise funds by way of issuance of 42,00,000 (Forty Two Lakh) 0% (Zero percent) unsecured optionally fully convertible debentures ("OFCDs") to \*\*Findoc Finvest Private Limited ("Findoc"). Findoc is a non-deposit taking Non-Banking Finance Company and is duly registered with Reserve Bank of India. Mr. Hemant Sood and Mrs. Sonia Aggarwal hold 4,11,632 (49.82%) shares and 4,14,574 (50.18%) shares, respectively, in Findoc Finvest Private Limited.

Accordingly, the Board of Directors of the Company in their meeting held on February 15, 2021 has approved the issue, offer

and allotment of 42,00,000 (Forty Two Lakh) OFCDs of the face value of Rs. 10/- (Rupees Ten Only) each at an issue price of Rs. 22/- (Rupees Twenty Two Only) each to Findoc by way of preferential allotment. Members of the Company are further informed, in this regard, the Company has also entered into a definitive agreement viz. Debenture Subscription Agreement (“DSA”) for issuance/subsorption of OFCDs. Material terms of OFCDs are as under:

S.No.	Particulars	Optionally Fully Convertible Debentures (OFCDs)
1.	<b>Offer size and issue price:</b>	42,00,000 (Forty Two Lakh) Unsecured Optionally Fully Convertible Debentures of the face value of Rs. 10/- (Rupees Ten Only) each to be issued on a preferential basis at an issue price of Rs. 22/- (Rupees Twenty Two Only) each i.e. at a premium of Rs. 12/- (Rupees Twelve Only) per OFCD.
2.	<b>Nature/Nomenclature:</b>	Unsecured Optionally Fully Convertible Debenture.
3.	<b>Conversion Ratio:</b>	One OFCD will be converted into one equity share of the Company at the option of OFCD holder.
4.	<b>Applicable Rate of Interest and Interest Payment Date:</b>	0% (Zero percent).
5.	<b>Conversion Period/ Tenure:</b>	OFCDs can be converted at any time after 6 months but on or before 18 months from the date of allotment of OFCDs (“Conversion Period”). Provided that Conversion Period shall end immediately on receipt of any written notice earlier than 18 months from subscriber/ holder of OFCDs intending not to convert OFCDs but in any case not before 6 months from the date of allotment of OFCDs
6.	<b>Redemption:</b>	In case OFCDs are not converted during the Conversion Period then OFCDs shall be redeemed, immediately after the expiry of Conversion Period, at Rs. 22/- (Rupees Twenty Two Only) per OFCD.

Members of the Company are here informed that DSA is conditional and subject to the approval of members of the Company and shall be subject to the applicable regulations and circulars issued by the Securities and Exchange Board of India.

Members of the Company are hereby further informed that it is intended that existing promoters and Findoc (to be classified as promoter shareholder, subject to all relevant statutory approvals) shall inter-se hold nearby equal shareholding in the Company at all times.

Keeping in view thereof, a share purchase agreement (hereinafter referred to as “SPA”) has been executed on February 15, 2021 for sale/purchase of 30,41,245 (“Thirty Lakh Forty One Thousand Two Hundred Forty Five”) equity shares representing 26.24% of the existing equity share capital of the Company from the 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.

Members are hereby further informed that a scheme of arrangement, inter alia, providing, inter-alia, merger of Ritesh Spinning Mills Limited, H B Fibres Limited and Ritesh Impex Private Limited with the Company (“Scheme”), is pending before the Hon'ble National Company Law Tribunal (“NCLT”) for approval. Upon approval of the Scheme, the shareholders of Ritesh Spinning Mills Limited, H B Fibres Limited and Ritesh Impex Private Limited shall receive equity shares of the Company in consideration of merger of Ritesh Spinning Mills Limited, H B Fibres Limited and Ritesh Impex Private Limited with the company. Therefore, in order to maintain nearby equal shareholding in the Company, Findoc has agreed to purchase 4,75,600 (Four Lakh Seventy Five Thousand Six Hundred) equity shares and 600 (Six Hundred) equity shares of Ritesh Spinning Mills Limited and Ritesh Impex Private Limited, respectively, so that, upon approval of Scheme, Findoc accordingly would be entitled to receive an aggregate of 29,56,000 (Twenty Nine Lakh Fifty Six Thousand) equity shares of the Company in consideration of the equity shares proposed to be acquired by Findoc in Ritesh Spinning Mills Limited and Ritesh Impex Private Limited.

Members are hereby further informed that (i) allotment of OFCDs, (ii) transfer of 30,41,245 ("Thirty Lakh Forty One Thousand Two Hundred Forty Five") equity shares by existing promoters, and (iii) transfer of 4,75,600 (Four Lakh Seventy Five Thousand Six Hundred) equity shares and 600 (Six Hundred) equity shares of Ritesh Spinning Mills Limited and Ritesh Impex Private Limited, respectively, shall be conditional and subject to the successful completion of the open offer as required to be given by Findoc under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Following disclosures for the issue of OFCDs on preferential basis are made in accordance with the provisions of ICDR Regulations, section 42 of the Companies Act, 2013 and relevant rules made thereunder:

**i. The objects of the issue:**

Funds to be raised through issuance of OFCDs are proposed to be utilized towards to meet long-term funding requirements of the Company inter alia to fund Company's growth capital requirements, to meet the Company's capital expenditure to enhance its long term resources and thereby strengthening of the financial structure of the Company and for meeting working capital requirements and for other general corporate purposes and purposes permitted by applicable laws or for any other purposes as may be decided by the Board of the Company.

**ii. The total number of shares or other securities to be issued**

42,00,000 (Forty-Two Lakh) OFCDs of face value of Rs.10/- (Rupee Ten Only) each to be issued at an issue price of Rs.22/- (Rupees Twenty Two Only) each i.e. at a premium of Rs. 12/- (Rupees Twelve Only) per OFCD, aggregating to Rs. 9,24,00,000/- (Rupees Nine Crores Twenty-Four Lakh).

**iii. The price or price band at/within which the allotment is proposed**

The OFCDs of face value of Rs. 10/- (Rupee Ten Only) each to be issued at an issue price of Rs. 22/- (Rupees Twenty Two Only) each i.e. at a premium of Rs. 12/- (Rupees Twelve Only) per OFCD, aggregating to Rs. 9,24,00,000/- (Rupees Nine Crores Twenty-Four Lakh).

**iv. Basis on which the price has been arrived at**

The equity shares of the Company are listed on BSE Limited and the equity shares of the company are frequently traded in accordance with Regulation 164(5) of the SEBI (ICDR).

In terms of the applicable provisions of ICDR Regulations, the price at which equity shares shall be allotted shall not be less than higher of the following:

- (a) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty Six (26) weeks preceding the Relevant Date; or
- (b) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

For the purpose of computation of the price per equity share at BSE Limited during the preceding 26 weeks prior to the relevant date has been considered.

Additionally, a report by Ms. Anuradha Gupta, a registered valuer registered with Insolvency and Bankruptcy Board of India (IBBI) having her office at Plot No. 223D, Vikas Marg, Laxmi Nagar, Delhi-92, has also been obtained in this regard.

**v. Relevant date with reference to which the price has been arrived at;**

The relevant date for the preferential issue, as per the SEBI ICDR, shall be 12th February, 2021 (because 30th day prior to the date of proposed Extra Ordinary General Meeting (i.e. 16th March, 2020) falls on weekend).

**vi. The class or classes of person to whom the allotment is proposed to be made**

The allotment is proposed to be made to Findoc Finvest Private Limited, having its registered office at SCO No. 210-211,

Sector 34-A, Chandigarh. Upon successful completion of open offer under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and post allotment of OFCDs, the Findoc Finvest Private Limited shall be categorized as “promoter”.

**vii. Intention of promoters, directors or key managerial personnel to subscribe to the Offer:**

None of the promoters, directors or key managerial personnel intend to subscribe to the Offer.

**viii. The proposed time within which the allotment shall be completed**

The allotment shall be completed within the time ascribed in ICDR Regulations read with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

**ix. identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:**

The extant offer is for allotment of OFCDs is proposed to be made to Findoc Finvest Private Limited, having its registered office at SCO No. 210-211, Sector 34-A, Chandigarh 160022, India. Mr. Hemant Sood and Mrs. Sonia Aggarwal hold 4,11,632 (49.82%) shares and 4,14,574 (50.18%) shares, respectively, in Findoc Finvest Private Limited.

Since extant offer is for allotment of OFCDs, therefore, there shall be no change in capital after preferential offer. The change in shareholding contemplated upon conversion of OFCDs is disclosed in para (xiii) below i.e. pre-post shareholding pattern.

Upon successful completion of open offer under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and post allotment of OFCDs, the Findoc Finvest Private Limited shall be categorized as “promoter”.

**x. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

No allotment has been made during the year.

**xi. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable

**xii. The pre-issue and post issue shareholding pattern of the Company as consequence of the issuance of OFCD is given hereunder:**

Sr. No.	Category	Pre-issue		Post-issue*	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	48,26,565	41.64	48,26,565	30.57
	Bodies corporate	12,55,925	10.84	54,55,925	34.55
	Sub-total	<b>60,82,490</b>	<b>52.48</b>	<b>1,02,82,490</b>	<b>65.12</b>
2	Foreign promoters@				
	<b>sub-total (A)</b>	<b>60,82,490</b>	<b>52.48</b>	<b>1,02,82,490</b>	<b>65.12</b>

Sr. No.	Category	Pre-issue		Post-issue*	
		No of shares held	% of share holding	No of shares held	% of share holding
B	Non-promoters' holding	-	-	-	-
1	Institutional investors	-	-	-	-
2	Non-institution	-	-	-	-
	Private corporate bodies	12,17,733	10.51	12,17,733	7.71
	Directors and relatives	-	-	-	-
	Indian public	42,55,284	36.71	42,55,284	26.95
	Others (including NRIs)	35,451	0.30	35,451	0.22
	Sub-total (B)	55,08,468	47.52	55,08,468	34.88
	<b>GRAND TOTAL</b>	<b>1,15,90,958</b>	<b>100.00</b>	<b>1,57,90,958</b>	<b>100.00</b>

The issue of OFCDs is conditional and subject to successful completion of open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and above post-issue shareholding assumes conversion of all OFCDs into equivalent number of equity shares of the Company.

**xiii. Principle terms of assets charged as securities:**

Not applicable

**xiv. Auditor's Certificate:**

A certificate from Khandelwal Jain & Associates, Chartered Accountants, the statutory auditors of the Company, certifying that the proposed preferential issue of the Securities is being made in accordance with the requirements contained in Chapter V of the ICDR Regulations, 2018 and such certificate shall be laid before the shareholders at the EGM.

**xv. Undertaking of the Company:**

The Company hereby undertakes that: (i) It shall re-compute the price of the Securities specified above in terms of the provisions of the ICDR Regulations, where it is required to do so. (ii) If the amount payable on account of any such re-computation of price is not paid within the time stipulated in the ICDR Regulations the above specified Securities shall continue to be lock in till the time such amount is paid by Findoc Finvest Private Limited.

**xvi. Lock-in:**

The OFCDs to be issued and equity shares to be allotted, if any, as a result of conversion of OFCDs, shall be subject to lock-in in accordance with Chapter V of SEBI ICDR Regulations.



The Board recommends the special resolution set in item no. 1 for approval of the members.

None of the other Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution except to the extent of their shareholding, if any in the Company.

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

**Sd/-  
(Tarandeep Kaur)  
Company Secretary**

**Place: Gurgaon**

**Date: 15th February, 2021**

## **Notes**

In view of the continuing Covid-19 pandemic, Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020 and 02/2021 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold EGM through "VC"/other Audio Visual Means ("OAVM"), without the physical presence of members, Directors, Auditors or other eligible persons at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through "VC"/other Audio Visual Means ("OAVM"). In compliance with the provisions of the Companies Act, 2013 ("Act, 2013"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and aforesaid MCA and SEBI Circulars, the EGM of the Company is being held through VC/OAVM. Hence, Members including the other eligible persons can attend and participate in the EGM through VC/OAVM only as per the procedure mentioned in this Notice of EGM.

A member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since this EGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available for this EGM and hence the Proxy Form, Attendance Slip and Route Map of EGM are not annexed to this notice.

Participation of members through VC will be reckoned for the purpose of quorum for the EGM as per section 103 of the Companies Act, 2013 ("the Act"). The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the EGM through VC. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to

send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.

The Explanatory Statement pursuant to Section 102 of the Act, 2013, with respect to the Special Businesses as set out in Item No.1 are annexed hereto.

In accordance with the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations and in view of the aforesaid MCA and SEBI Circulars, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically during the EGM in respect of all the businesses to be transacted at the aforesaid Meeting. The facility of casting the votes by the Members using such electronic voting system from a place other than venue of the EGM ("remote e-voting") is also provided by CDSL. Members who have cast their vote their votes by remote e-voting prior to the EGM may participate in the EGM but shall not be entitled to cast their votes again. The manner of voting remotely by Members holding shares in dematerialized mode, physical mode and for Members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice. The Board has appointed MZ & Associates, (MZA) Firm of Company Secretaries, as the Scrutinizer to scrutinize the E-voting in a fair and transparent manner.

1. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
2. VC/OAVM facility provided by the Company, is having a capacity to allow at least 1000 members to participate at the Meeting on a first-come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, KMPs, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. may be allowed to attend the Meeting without restriction on account of first-come-first-served principle.
3. Company is providing two-way teleconferencing facility for the ease of participation of the members. The instructions for members attending/ participating in the EGM through VC/OAVM are provided under Note No. 29
4. The facility for joining the EGM through VC/OAVM shall be open at least 15 minutes before the time scheduled to start the Meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
5. In compliance with the aforesaid MCA Circulars and SEBI Circulars, electronic copy of the Notice of the First EGM of FY 20-21 of the Company, inter alia, indicating the process and manner of e-voting will be sent only through electronic mode to all the Members whose e-mail IDs are registered with the Company's Registrar & Share Transfer Agent/Depository Participant(s) for communication purposes, as the requirement of sending the hard copies of notice of EGM has been dispensed with. Members may note that the Notice of EGM will also be available on the Company's website [www.riteshindustries.us](http://www.riteshindustries.us), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively, and the Notice will also be available on the website of CDSL <https://www.evotingindia.com>.
6. Pursuant to the provisions the Act, a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a Member of the Company. Since the First EGM of FY 20-21 is being held pursuant to the MCA Circulars, through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, in line with the MCA Circular No. 14/2020 dated April 08, 2020, the facility for appointment of proxies by the Members will not be available for the First EGM of FY 20-21 and hence the Proxy Form and Attendance Slip are not annexed to this Notice.



7. Institutional/Corporate Members intending to attend the Meeting are required to send a scan of certified copy of the Board Resolution (JPG/PDF format), pursuant to Section 113 of the Act, 2013, authorizing their representative to attend the Meeting through VC/OAVM on its behalf and vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [associate.mza@gmail.com](mailto:associate.mza@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
8. Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the company shall be deemed to be the place of Meeting for the purpose of recording of the minutes of the proceedings of this EGM.
9. Members having any queries related to operations or any other matter to be placed at the EGM of the Company, may write to the Company through an email on [riteshlimited8@gmail.com](mailto:riteshlimited8@gmail.com), at least seven working days in advance of the Meeting. The same will be replied by the Company suitably.  
Members are requested to contact the Company's Registrar & Share Transfer Agent (RTA), Skyline Financial Services Private Limited, Address : D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi 110020 (Phone No.: +91-11-40450193-97;  
Fax No.: +91-11-26812682; Email:[info@skylinerta.com](mailto:info@skylinerta.com)) for reply to their queries/redressal of complaints, if any, or contact Miss. Tarandeep Kaur, Company Secretary at the Registered Office of the Company (Phone No.:+91-11-41537951 or Mobile No.+91-9212359076; Email:[riteshlimited8@gmail.com](mailto:riteshlimited8@gmail.com)).
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their DPs in case shares are held in electronic form or to Company's RTA i.e. Skyline Financial Services Private Limited, Address : D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi 110020 (Phone No.: +91-11-40450193-97; Fax No.: +91-11-26812682;Email:[info@skylinerta.com](mailto:info@skylinerta.com)) in case shares are held in physical form.
11. Members may avail the facility of nomination by nominating a person to whom their shares in the Company shall vest in the event of their death. The prescribed form can be obtained from the Company's RTA i.e. i.e. Skyline Financial Services Private Limited, Address : D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi 110020 (Phone No.: +91-11-40450193-97; Fax No.: +91-11-26812682;Email:[info@skylinerta.com](mailto:info@skylinerta.com)) . Members are requested to submit the said details to their DPs in case the shares are held in electronic form and to Skyline Financial Services Private Limited in case the shares are held in physical form.
12. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's RTA i.e. Skyline Financial Services Private Limited for consolidation into single folio.
13. As per Regulation 40 of the SEBI Listing Regulations, as amended, the securities of the listed company cannot be transferred in physical mode w.e.f. April 01, 2019, except in case of request received for transposition or transmission of securities. In view of this, Members holding shares in physical form are requested to get their shares dematerialized at the earliest. Members can contact the Company or the Company's RTA i.e. Skyline Financial Services Private Limited for assistance in this regard.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA i.e. Skyline Financial Services Private Limited.

15. In keeping with the Ministry of Corporate Affairs' Green Initiative measures, the Company hereby requests the Members who have not registered their email addresses so far, to register their email addresses with their DPs in case shares are held by them in electronic form and with the Company's RTA i.e. Skyline Financial Services Private Limited in case shares are held by them in physical form for receiving all communication including notices, circulars etc. from the Company electronically.
16. Members attending the Meeting through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act, 2013.
17. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
18. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 read with Rules issued there under will be made available for inspection by the Members at the registered office of the company.
19. The remote e-voting facility will be available during the following voting period:
  - i. Commencement of remote e-voting: From 09.00 a.m. IST of Saturday, March 13th, 2021.
  - ii. End of remote e-voting: Up to 5.00 p.m. IST of Monday, March 15th, 2021.
20. During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, March 09th, 2021 may cast their vote through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter and the facility will be blocked forthwith. Those Members, as on the cut-off date i.e. Tuesday, March 09th, 2021, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.
21. Instructions for Remote E voting for Shareholders
  - i) The instructions for shareholders voting electronically are as under:
    - a. The Members whose name appears in the Register of Members of the Company as on Tuesday, March 09th, 2021 (CUT OFF DATE). The Members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting shall commence on 09.00 a.m. IST of Saturday, March 13th, 2021 and ends on Up to 5.00 p.m. IST of Monday, March 15th, 2021. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter.
    - b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
    - c. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
    - d. Click on "Shareholders" tab.
    - e. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from [Login - Myeasi](#) 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.

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

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If 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 (e).</li> </ul>

- i. After entering these details appropriately, click on **“SUBMIT”** tab.
- j. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the EVSN for the Ritesh Properties and Industries Limited.
- m. On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option **“YES/NO”** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n. Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- o. After selecting the resolution you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote.

- p. Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on “**Click here to print**” option on the Voting page.
- r. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s. Note for Non- Individual Shareholders and custodians.
- Non- Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- t. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- u. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store; Apple and Windows Phones users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- v. Note for Non-Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a 'compliance user' should be created using the admin login and password. The 'compliance user' would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- w. 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 Miss. Tarandeep Kaur, Company Secretary of the Company. The Contact details are mentioned above.
- x. 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 Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**22. 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.

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.

**23. Instructions for Shareholders/Members for e-voting during the EGM are as under:-**

- (i) The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
- (ii) Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
- (iii) If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the Meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the shareholders attending the Meeting.
- (iv) Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
- (v) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**24. Instructions for Shareholders attending the EGM through VC/OAVM are as under:**

- (i) Shareholder will be provided with a facility to attend the EGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of the Company will be displayed.

The Skyline Financial Services Private Limited, Registrar and Share Transfer Agent , of the Company will be providing VC/OAVM Services.

- (ii) Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
- (iii) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (iv) Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- (v) Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to Meeting from their registered email address mentioning their name, demat account number/folio number, PAN, email id, mobile number at Company email id i.e. [riteshlimited8@gmail.com](mailto:riteshlimited8@gmail.com).
- (vi) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (vii) The Shareholders who have not registered themselves can put the question on the chat box available on the screen at the time of the Meeting.

25. The voting rights of Members shall be in proportion to their shares of the total paid up equity share capital of the Company as on the cut-off date.

26. Any person, who acquires shares of the Company and becomes Member of the Company after sending the Notice of the Meeting and holding shares as of the cut-off date i.e. March 09th, 2021 , or register his mail id / phone number up to the

cut-off date needs to refer the instruction above regarding login ID and password and may contact the Company or R&T Agent for any query or assistance in this regard. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

27. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM through VC/OAVM but shall not be entitled to cast their vote again or change it subsequently.
28. Only those Members, whose names are 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 avail the facility of remote e-voting as well as e-voting at the EGM.
29. The Board of Directors of the Company has appointed MZ & Associates, (MZA ) Firm Company Secretaries having their office at 3/31, West Patel Nagar, New Delhi 110008 as the Scrutinizer to scrutinize the e-voting and remote e-voting process for the Extra Ordinary General Meeting in a fair and transparent manner.
30. The Chairman shall, at the EGM, at the end of discussion on the Resolutions on which the voting is to be held, allow voting with the assistance of the scrutinizer, by using-voting facility for all those Members who are present at the EGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility.
31. The Scrutinizer shall after the conclusion of voting at the Meeting, will first count the votes cast during the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make and submit, within 48 hours of the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting within 48 hours of conclusion of the EGM.
32. The Notice of the EGM shall be placed on the website of the Company and CDSL till the date of EGM. The Results declared, along with the Scrutinizer's Report shall be placed on the Company's website [www.riteshindustries.us](http://www.riteshindustries.us) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Results shall also be immediately forwarded to the Stock Exchange(s) where the shares of the Company are listed. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office.

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

**Sd/-  
(Tarandeep Kaur)  
Company Secretary**

**Place: Gurgaon**

**Date: 15th February, 2021**