



**CONSOLIDATED SCRUTINIZER REPORT**

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and amended Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014.

To,

The Chairman  
**Ritesh Properties and Industries Limited**

29<sup>th</sup> Annual General Meeting of the Equity Shareholders of **Ritesh Properties And Industries Limited** held on Wednesday, 13.07.2016 at 11:00 a.m. at M.L. Bhartia Auditorium, Alliance Francaise de Delhi, Indo-French Cultural Centre, 72, Lodhi Estate, New Delhi-110003.

Dear Sir,

1. I, **Bhupesh Gupta**, Proprietor, **B.K. Gupta & Associates**, Practicing Company Secretaries at 49/65, Harpal Nagar, Near Gulmor Hotel, Ferozepur Road, Ludhiana, was appointed as Scrutinizer by the Board of Directors of **Ritesh Properties and Industries Limited** for the purpose of scrutinizing e-voting process (remote e-voting) and voting by the use of ballot at the meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with Amended Rule 20 & 21 of the Companies (Management And Administration) Rules, 2014 in respect of the below mentioned resolutions proposed at the 29<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on 13.07.2016 at 11:00 a.m. at M.L. Bhartia Auditorium, Alliance Francaise de Delhi, Indo-French Cultural Centre, 72, Lodhi Estate, New Delhi-110003, submit our report as under.
2. The Public Advertisement with respect to dispatch of the notices and conducting of voting through electronic means was published in an English Newspaper "**Business Standard**" of wide circulation on **20<sup>th</sup> June, 2016** and a Vernacular Newspaper "**Business Standard**" on **20<sup>th</sup> June, 2016**.
3. The remote e-voting period commenced on **10<sup>th</sup> July, 2016** at **09:00 a.m.** and ended on **12<sup>th</sup> July, 2016** at **05:00 p.m.**, the CDSL Portal was blocked for voting thereafter.



4. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by ballots by the Shareholders on the resolutions proposed in the Notice of the 29<sup>th</sup> Annual General Meeting of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of the ballot at the meeting are conducted in a fair and transparent manner and render consolidate Scrutinizer Report of the total votes cast in the favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL) and the report prepared on the basis of votes casted through ballot process.
5. I, hereby submit Consolidated Scrutinizer's Report pursuant to Rule 20(3)(xii) on all the resolutions contained in the Notice of the aforesaid Annual General Meeting.
6. The results of the voting is as under:

**A. Resolution-1: Ordinary Resolution**

- a) Adoption of Audited Financial Statement of the Company for the financial year ended on March 31, 2016, including Audited Balance Sheet as at March 31, 2016, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Auditors and Directors thereon.

**i. Voting through Electronic Means**

- a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
25	45,13,970	99.999

- b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	300	0.001



c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

ii. Voting through Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
38	8,69,829	99.999

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	20	0.001

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. Consolidated E-Voting And Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
63	53,83,799	99.999

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
4	320	0.001



c) **Invalid votes:**

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

**RESULT FOR RESOLUTION NO.1**

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 29<sup>th</sup> AGM were more than the votes cast against it, I report that the Ordinary Resolution in respect of the abovementioned business has been passed by the Shareholders as Ordinary Resolution.

**B. Resolution-2: Ordinary Resolution**

Appointment of Director in Place of Sh. Kavya Arora, who retires by rotation and being eligible, seeks re-appointment.

**i. Voting through Electronic Means**

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
25	45,13,970	99.999

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	300	0.001

c) **Invalid votes:**

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0



ii. Voting through Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
38	8,69,829	99.999

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	20	0.001

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. Consolidated E-Voting And Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
63	53,83,799	99.999

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
4	320	0.001

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0



## RESULT FOR RESOLUTION NO.2

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 29<sup>th</sup> AGM were more than the votes cast against it, I report that the Ordinary Resolution in respect of the abovementioned business has been passed by the Shareholders as Ordinary Resolution.

### C. Resolution-3: Ordinary Resolution

Ratification of Appointment of Statutory Auditor of the Company for the Financial Year 2016-17 and to fix their remuneration

#### i. Voting through Electronic Means

##### a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
25	45,13,970	99.99

##### b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	300	0.001

##### c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

#### ii. Voting through Ballot

##### a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
38	8,69,829	99.999



b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	20	0.001

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. **Consolidated E-Voting And Ballot**

a) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
63	53,83,799	99.999

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
4	320	0.001

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

**RESULT FOR RESOLUTION NO.3**

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 29<sup>th</sup> AGM were more than the votes cast against it, I report that the Ordinary Resolution in respect of the abovementioned business has been passed by the Shareholders as Ordinary Resolution.



#### D. Resolution-4: Special Resolution

Increase in remuneration of Sh. Sanjeev Arora, Chairman-cum-Managing Director of the Company.

##### i. Voting through Electronic Means

###### a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
25	45,13,970	100.00

###### b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
0	0	0.00

###### c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

##### ii. Voting through Ballot

###### a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
38	8,69,829	99.999

###### b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	20	0.001





c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. Consolidated E-Voting And Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
63	53,83,799	99.999

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	20	0.001

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

**RESULT FOR RESOLUTION NO.4**

As the number of votes cast in favour of Special Resolution mentioned in the Notice of 29<sup>th</sup> AGM were more than the votes cast against it, I report that the Special Resolution in respect of the abovementioned business has been passed by the Shareholders as Special Resolution.

**E. Resolution-5: Ordinary Resolution**

Increase in remuneration of Sh. Kavya Arora, Chairman-cum-Managing Director of the Company.



i. Voting through Electronic Means

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
25	45,13,970	99.999

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	300	0.001

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0.00

ii. Voting through Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
37	8,69,823	99.999

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
4	26	0.001

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0



iii. Consolidated E-Voting And Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
62	53,83,793	99.999

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
5	326	0.001

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

**RESULT FOR RESOLUTION NO.5**

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 29<sup>th</sup> AGM were more than the votes cast against it, I report that the Ordinary Resolution in respect of the abovementioned business has been passed by the Shareholders as Ordinary Resolution.

**F. Resolution-6: Ordinary Resolution**

Increase in the remuneration of Sh. Roop Kishore Fatehpuriya, Executive Director of the Company.

i. Voting through Electronic Means

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
25	45,13,970	99.99



b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	300	.01

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

ii. Voting through Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
37	8,69,823	99.999

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
4	26	0.001

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. Consolidated E-Voting And Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
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62	53,83,793	99.999
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b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
5	326	0.001

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

#### RESULT FOR RESOLUTION NO.6

As the number of votes cast in favour of Ordinary Resolution mentioned in the Notice of 29<sup>th</sup> AGM were more than the votes cast against it, I report that the Ordinary Resolution in respect of the abovementioned business has been passed by the Shareholders as Ordinary Resolution.

#### G. Resolution-7: Special Resolution

To sell the "Femella" Brand to Femella Fashions Limited

i. Voting through Electronic Means

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
19	73,819	99.60

b) Voted **against** the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	300	0.40



c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
1	4,64,401

ii. Voting through Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
37	8,69,823	99.99

b) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
4	26	0.01

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

iii. Consolidated E-Voting And Ballot

a) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
56	9,43,642	99.97

b) Voted against the resolution:



Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
5	326	0.03

c) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
1	4,64,001

#### RESULT FOR RESOLUTION NO.7

As the number of votes cast in favour of Special Resolution mentioned in the Notice of 29<sup>th</sup> AGM were more than the votes cast against it, I report that the Special Resolution in respect of the abovementioned business has been passed by the Shareholders as Special Resolution.

#### H. Resolution-8: Special Resolution

To convert loan into equity shares of Femella Fashions Limited

#### iv. Voting through Electronic Means

d) Voted in favour of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
19	73,819	99.60

e) Voted against the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
1	300	0.40

f) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
1	4,64,401



v. **Voting through Ballot**

d) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
38	8,69,829	99.99

e) Voted **against**the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
3	20	0.01

f) **Invalid** votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
0	0

vi. **Consolidated E-Voting And Ballot**

d) Voted in **favour** of the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
57	9,43,648	99.97

e) Voted **against**the resolution:

Number of Members voted	Number of votes cast by them	% of the total number of valid votes cast
4	320	0.01





f) Invalid votes:

Total Number of members whose votes are declared invalid	Total number of votes cast by them
1	4,64,401

**RESULT FOR RESOLUTION NO.8**

As the number of votes cast in favour of Special Resolution mentioned in the Notice of 29<sup>th</sup> AGM were more than the votes cast against it, I report that the Special Resolution in respect of the abovementioned business has been passed by the Shareholders as Special Resolution

7. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 29<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You,

Place:Ludhiana

Dated:13.07.2016

Yours Faithfully  
For B.K. Gupta & Associates



We the undersigned witness that the votes were unblocked from the e-voting website of Central Depository Services (India) Limited ([www.evotingindia.com](http://www.evotingindia.com)) and also votes polled through ballot were opened and processed in our presence at 12:30 P.M. on 13<sup>th</sup> July, 2016.

  
(Divyansh Jain)

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(Manpreet Kaur)

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