

RAVINDER HEIGHTS LIMITED

CIN: L70109PB2019PLC049331

Regd. Office: SCO No. 71, First Floor, Royal Estate Complex, Zirakpur, Mohali, Punjab-140603

Corporate Office: 7th Floor, DCM Building, 16, Barakhamba Road, New Delhi – 110001

Website: www.ravinderheights.com E-mail: info@ravinderheights.com Tel: +91 11 43639000 Fax: +91 11 43639015

NOTICE

NOTICE is hereby given that the **Third Annual General Meeting** of the Members of Ravinder Heights Limited (“the Company”) will be held on **Thursday, September 29, 2022 at 11:30 A.M.** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 including Auditors’ Report thereon and in this regard, if thought fit, to pass the following resolutions as **Ordinary Resolution:**

“**RESOLVED THAT** the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint a Director in place of Mrs. Sunanda Jain who retires by rotation and being eligible, offers herself for re-appointment and in this regard, if thought fit, to pass the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** Mrs. Sunanda Jain (DIN: 03592692) who retires by rotation and being eligible, offered herself for re-appointment, be and is hereby re-appointed as director, liable to retire by rotation.”

SPECIAL BUSINESS:

3. **Increase in Authorised Share Capital of the Company and consequential amendment in the Capital Clause of Memorandum of Association of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing Rs. 7,16,30,000/- (Rupees Seven Crore Sixteen Lakhs and Thirty Thousand Only) divided into 7,00,00,000 (Seven Crore) Equity Shares of Re. 1/- each and 1,63,000 (One Lakh Sixty Three Thousand) Preference Shares of Rs. 10 (Rupees Ten) each **To** 7,40,00,000 (Rupees Seven Crore Forty Lakh Only) comprising:

- a) Rs. 7,00,00,000/- (Rupees Seven Crore Only) equity share capital divided into 7,00,00,000 (Seven Crore) equity Shares of Re. 1/- (Rupee One) each; and
- b) Rs. 40,00,000/- (Rupees Forty Lakh) preference share capital divided into 4,00,000 (Four Lakh) preference shares of Rs. 10/- (Rupees Ten) each.

Consequently, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Capital Clause (Clause V) with the following:

“V. The Authorised Share Capital of the Company is 7,40,00,000 (Rupees Seven Crore Forty Lakh Only) divided into 7,00,00,000 (Seven Crore) Equity Shares of Re. 1/- (Rupee One) each and 4,00,000 (Four Lakh) Preference Shares of Rs. 10/- (Rupees Ten) each, with the power to the Board to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.”

RESOLVED FURTHER THAT Mrs. Sunanda Jain, Chairperson cum Managing Director and Mr. Sumit Jain, Whole-time Director of the Company be and are hereby severally authorised to do all such acts, deeds or things, including but not limited to filing of E-forms as may be required to be filed with Registrar of Companies, Chandigarh, to give effect to above said resolution.”

4. Issue of 0.01% Compulsorily Convertible Non-Cumulative Preference Shares by way of Preferential Issue on a Private Placement basis

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

“RESOLVED THAT in accordance with the provisions of Sections 23, 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made there under (including any statutory amendment(s), modification(s) or re-enactment(s) thereof), for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”), the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”) and the rules, circulars, notifications, regulations and guidelines issued under FEMA and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) and BSE Limited and National Stock Exchange of India Limited where the existing equity shares of the Company are listed (“Stock Exchanges”) and subject to any other rules, regulations, notifications, circulars, guidelines and clarifications issued by the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”) and/or any other appropriate authority, from time to time, to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, Valuation Report of the Independent Registered Valuer, if any, and subject to the approval, consents, permissions and sanctions as may be necessary or required and subject to and such other conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, 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 mean and include RvHL Committee of the Board of Directors for Operations), the consent and approval of the members of the Company be and is hereby accorded to the board to invite/offer, issue and allot 1,65,000 (One Lakh Sixty Five Thousand) - 0.01% Compulsorily Convertible Non- Cumulative Preference Shares (CCPS) of Face Value Rs. 10/- (Rupees Ten Only) each, at par, for an aggregate amount of upto Rs.16,50,000 (Rupees Sixteen Lakh Fifty Thousand) to Mrs. Sunanda Jain, Promoter of the Company, for cash consideration, in one or more tranches, and/or one or more issuances simultaneously or otherwise and with the following terms:-

- (i) The CCPS shall carry a preferential right vis-a-vis equity share of the Company with respect to payment of dividend and repayment of capital in case of a winding up;
- (ii) The CCPS shall not be redeemable and the same are compulsorily convertible;
- (iii) The CCPS shall be non-participating in the surplus funds and in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid;
- (iv) The CCPS holder shall be paid dividend on a non-cumulative basis at the rate of 0.01%;
- (v) All the 1,65,000 (One Lakh and Sixty Five Thousand) CCPS allotted shall be converted into 75,000 (Seventy Five Thousand fully paid-up equity shares of face value of Re.1/- (Rupee One) each at an issue price of Rs. 22/- per equity share (including premium of Rs. 21/-), from time to time, in one or more tranches upto a period not exceeding 18 months from the date of issuance of CCPS at the conversion price.
- (vi) The conversion price has been determined based on valuation report dated August 31, 2022 issued by FCA Nitish Kumar Chugh, an independent Registered Valuer Considering August 30th, 2022 as the "Relevant Date" i.e. the date 30 days prior to the date of passing of a resolution at the proposed date of holding Annual General Meeting and this price at which CCPS shall be converted into equity share is higher than the floor price as has been calculated as per the method prescribed in Regulation 164(1) of ICDR Regulations
- (vii) The Equity Shares allotted pursuant to the conversion of the CCPS shall be in dematerialized form; shall be fully paid up and shall be listed on the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited where the existing Equity Shares of the Company are listed in accordance with applicable regulations;
- (viii) The Equity Shares to be issued on conversion of the CCPS shall rank pari-passu in all respects including entitlement to dividend with the existing Equity Shares of the Company;
- (ix) The CCPS and the Equity Shares to be allotted pursuant to the conversion of the CCPS shall be subject to lock-in as applicable under ICDR Regulations;
- (x) The CCPS will not have any voting rights. Only once the CCPS are converted to Equity Shares, the Equity shares will have voting rights in accordance with the provisions of the Companies Act, 2013
- (xi) Five (5) fully paid up Equity Shares of Face Value Re. 1 each of the Company shall be issued and allotted on conversion of every eleven (11) CCPS of Face Value Rs. 10 each (Conversion Ratio).

RESOLVED FURTHER THAT the CCPS shall be issued within a period of 15 days from the date of passing of this resolution by the Members, provided that where the allotment of CCPS is subject to receipt of any approval(s) or permission(s) from any regulatory authority, the allotment shall be completed within a period of 15 days from the date of last of such approval(s) or permission(s).

RESOLVED FURTHER THAT the 'Relevant Date' in accordance with the provisions of Chapter V of the ICDR Regulations for the purpose of determination of issue price of the Equity Shares upon conversion of the CCPS shall be Tuesday, August 30, 2022 (the "Relevant Date"), being the date 30 days prior to the date of passing of this resolution, has been considered as the Relevant Date.

RESOLVED FURTHER THAT the Equity Shares on conversion of the CCPS to be allotted, be listed on the stock exchanges where the Equity Shares of the Company are listed 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 the approval of allotment of the Equity Shares on conversion of the CCPS and listing of the Equity Shares on conversion of the CCPS and for the admission of such Equity Shares of the Company with the depositories, i.e., NSDL & CDSL, and for the credit of such Equity Shares to the holders dematerialised securities account.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make an offer to the Investor/s through private placement offer letter in Form PAS-4 or any other form/ document etc. as prescribed under the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to offer, issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of above in accordance with the terms of issue/offering in respect of such Securities and such Equity Shares shall rank pari passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Equity Shares to be issued on conversion of Preference Shares into Equity Shares shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, consolidation of stock, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate re-organisation or restructuring;

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee be and hereby recorded for the issue of invitation to subscribe to the Preference Shares and the Equity Shares to be allotted on conversion of the Preference Shares;

RESOLVED FURTHER THAT the Board or any officer/ executive/ representative and/ or any other person so authorized by the Board or the Committee, be and are hereby severally authorized on behalf of the Company, in its entire discretion to do all such acts, deeds, matters and things as it may, in its absolute discretion, deems fit and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company for the purpose of giving effect to this resolution."

Place: New Delhi

Date: September 01, 2022

By order of the Board
For Ravinder Heights Limited

Sd/-
Sunanda Jain
Chairperson cum Managing Director
DIN: 03592692

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) in view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its General Circular No.2/2022 dated May 5, 2022, and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India, permitted the holding of the AGM through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circular and the relevant provisions of the Companies Act, 2013, (‘the Act’) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and Circulars issued by SEBI, the **3rd AGM** of the Company is being held through VC/OAVM, The deemed venue for the AGM shall be the Registered Office of the Company viz. SCO No. 71, First Floor, Royal Estate Complex, Zirakpur, Mohali, Punjab-140603
 2. Generally, 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 himself and the proxy need not be a member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under Section 105 of the Act will not be available for the AGM. Since the AGM will be held through VC/OAVM facility, the Proxy Form, Attendance Slip and Route Map are not annexed hereto. However, in pursuance of Section 112 and 113 of the Act, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and participate thereat and cast their votes through remote e-voting.
 3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
 4. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning Special Business set out in the Notice is annexed hereto.
- 1) **Dispatch of Notice of AGM and Annual Report through Electronic Mode**
- i) Pursuant to the aforesaid MCA Circulars and SEBI Circular in view of the prevailing situation and owing to the difficulties involved in dispatch of physical copies of the Notice of AGM and the Annual Report for the year 2021-22, the same are being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Therefore, Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the soft copy of Notice of the AGM and the Annual Report for the financial year 2021-22 and all other communications sent by the Company, from time to time, can get their email address registered by following the steps given below:
 - (a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to Company’s RTA at compliances@skylinerta.com or at Company’s email address: investorgrievance@ravinderheights.com.
 - (b) For the Members holding shares in demat form, please update your email address with your respective Depository Participant(s).
 - ii) Members may also note that the Notice of the 3rd AGM and the Annual Report for the financial year 2021-22 will also be available on the Company’s website viz. www.ravinderheights.com and on the website of the Stock Exchanges where the equity shares of the Company are listed viz National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”) at <https://www.nseindia.com> and <https://www.bseindia.com>, respectively. The notice will also be available on the website of NSDL at www.evoting.nsdl.com.
 - iii) The Notice of AGM will be sent to those Members/ Beneficial Owners electronically, whose name will appear in the Register of Members/ List of beneficiaries received from the depositories as on Friday, August 26, 2022. A person who is not a member as on the cut-off date i.e. Friday, September 23, 2022, should treat this Notice for information purposes only.
 - iv) Any person who has acquired shares and become member of the Company after the dispatch of this Notice and holding shares as on the cut-off date i.e. Friday, September 23, 2022, may obtain electronic copy of Notice of AGM and the Annual Report by sending a request to the Company or Company’s RTA.

The Register of Members and the Share Transfer Books of the Company will remain closed from September 22, 2022 to September 29, 2022 (both days inclusive) for the purpose of AGM. The cut-off date to determine the eligibility for the purpose of voting through electronic means in the AGM is Friday, September 23, 2022.

2) **Procedure for Voting through Electronic Means (Remote e-Voting):**

- i) In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL) on resolutions proposed to be considered at the 3rd AGM from a place other than venue of the AGM (‘remote e-voting’) as well as e-voting during the proceedings of the AGM through VC/OAVM (‘e-voting at the AGM’).

- ii) The remote e-voting period will commence on Monday, September 26, 2022 (from 09:00 a.m. IST) and end on Wednesday, September 28, 2022 (upto 05:00 p.m. IST). During this period, members of the Company holding shares as on the cut-off date i.e. Friday, September 23, 2022 may cast their votes electronically.

Cut-off date for remote e-voting	September 23, 2022
Remote E-voting start date	September 26, 2022(from 09:00 a.m. IST)
Remote E-voting end date	September 28, 2022(up to 05:00 p.m. IST)

The remote e-voting module shall forthwith be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. However, the facility for voting through electronic voting system will also be made available at the Meeting and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting.

- iii) Any person who has acquired shares and become member of the Company after electronic dispatch of Notice of the AGM but holding shares as on the cut-off date i.e. September 23, 2022 may obtain user ID and password for e-voting by sending a request to the Company's RTA or NSDL.
- iv) A person who is not a member as on the cut-off date i.e. September 23, 2022 should treat this Notice for information purposes only.
- v) Members attending the meeting, through VC/OAVM Facility, who have not already casted their vote by remote e-voting shall be entitled to exercise their right to vote at the meeting. The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting through VC/OAVM facility but shall not be entitled to cast their vote again.
- vi) The process/manner for availing remote e-voting facility and the instructions for members voting electronically are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:


Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under

	<p>‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="766 415 1266 718" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

Step 1: How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

vii). General Guidelines for shareholders

- a) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail gmadan1959@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also contact RTA of the Company at +91-11-40450193-97, +91-11-26812682 and +91-11-26812683 or email at compliances@skylinerta.com.
- d) It is clarified that for permanent registration of email address, the shareholder is required to register his / her / its email address, in respect of electronic holdings with the Depository through the concerned Depository Participant and in respect of physical holdings with the Company’s RTA, by following due procedure.
- e) Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company’s RTA, to enable servicing of notices / documents / Annual Reports etc. electronically to their email address in future.

8. Members may follow the same procedure for e-voting at the AGM as mentioned for remote e-voting. Only those Members who will be attending the AGM through VC / OAVM and have not casted their vote by remote e-voting, may exercise their voting rights at the AGM. Members who have already cast their vote by remote e-voting prior to the AGM may attend the AGM and their presence shall be counted for the purpose of quorum, but shall not be entitled to cast their vote again at the AGM. A Member can vote either by remote e-voting or by e-voting at the AGM. There will be no physical voting in the AGM.
9. The voting rights of the members for remote e-voting and e-voting at the AGM shall be in proportion to the paid-up value of their shares in the total paid-up share capital of the Company carrying voting rights, as on the cut-off date, being September 23, 2022.
10. All relevant documents referred to in the Notice of AGM and Explanatory Statement are available on website of the Company for inspection by the Members up to the date of AGM.
11. Members desiring any additional information or having any question or query pertaining to the business to be transacted at the AGM are requested to write to the Company Secretary on the Company's email address: secretarial@ravinderheights.com atleast seven (7) days in advance before the start of the meeting i.e. by September 22, 2022 by 05:00 p.m. IST from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number. The same will be replied by the Company suitably.
12. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:
 - i. In case shares are held in physical mode please provide 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 investorgrievance@ravinderheights.com.
 - ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 investorgrievance@ravinderheights.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at earlier i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
 - iii. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 - iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
13. The Instructions for Members for E-Voting on the day of the EGM/AGM are as under:-
 - i) The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
 - ii) Only those Members/ shareholders, who will be present in the EGM/AGM 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 in the EGM/AGM.
 - iii) Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
 - iv) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.
14. **Instructions for Members for accessing and participating in the AGM through VC / OAVM Facility are as under:**
 - i) Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- ii) The Company is providing VC / OAVM facility to its Members for attending & participating at the AGM and for which the Company has availed services of its RTA viz. Skyline Financial Services Pvt. Ltd. for providing facility of participation in the AGM through VC / OAVM Facility and e-voting at the AGM.
- iii) Members may join the AGM through VC / OAVM Facility by following the procedure as mentioned below. VC / OAVM Facility shall be kept open for the Members from 11:15 a.m. IST i.e. in 15 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC / OAVM Facility in 15 minutes after the scheduled time to start the AGM.
- iv) Members may note that the VC / OAVM Facility will be available for 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. 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. can attend the AGM without any restriction on account of first-come-first-served principle.
- v) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of name will be entitled to vote at the AGM.
- vi) Members are encouraged to join the Meeting through laptops for better experience. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- vii) Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
- viii) Members, who would like to express their views/ask questions during the Meeting, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company at its email address: info@ravinderheights.com at least 48 hours in advance before the start of the AGM i.e. by September 27, 2022 by 11:00 a.m. IST.
- ix) Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the Meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
- x) Attendance of the Members participating in the AGM through VC / OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

15. Non-Resident Indian Members are requested to inform the Company's RTA immediately:

- a) the particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number, if not furnished earlier.
- b) any change in their residential status on return to India for permanent settlement.

16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

17. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. **Members holding shares in electronic mode are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit a self-attested copy of their PAN Card to the Company / RTA.**

18. **In all correspondence(s) with the Company / RTA, members are requested to quote their folio number and in case their shares are held in the dematerialised form, they must quote their DP ID and Client ID number for easy reference and speedy disposal thereof.**

19. Pursuant to Section 72 of the Act, the members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH-13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 (which can be obtained from the Company's RTA) to the RTA of the Company. Members holding shares in demat form may contact their respective DPs for recording of nomination.

20. Mr. Girish Madan, Practicing Company Secretary (Membership No. FCS 5017), of M/s. Girish Madan & Associates has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner.

21. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall within 48 hours from the conclusion of the AGM, make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, and shall submit the same to the Chairperson of the AGM or a person authorized by him in writing, who shall countersign the same.
22. The results of the voting shall be declared after receipt of the consolidated scrutinizer's report either by Chairperson of the AGM or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the respective resolutions. The results so declared and the scrutinizer's report(s) shall be simultaneously placed on the Company's website (www.ravinderheights.com) and on the website of NSDL and shall also be communicated to BSE Limited and National Stock Exchange of India Limited. Further, the results of the voting shall also be displayed on the notice board of the Company at its Registered Office as well as Corporate Office.
23. The members are aware that, currently COVID-19 has affected many countries, including India. Pursuant to advisory issued by the Ministry of Health & Family Welfare, MCA and other authorities on preventive measures to contain the spread of COVID 19, please note that the Company is taking all possible precautionary measures to meet this public health situation and contributing to containing the disease and minimizing its contagious effect.

You are also requested to ensure to follow the directives issued by Government of India / State Government for safety of everyone and take adequate precautions at personal as well as at a social level and follow the medical advisories.

By order of the Board

For Ravinder Heights Limited

Place: New Delhi

Date: September 01, 2022

Sd/-

Sunanda Jain

Chairperson cum Managing Director

DIN: 03592692

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

Item No. 3

The present Authorised Share Capital of the Company is Rs. 7,16,30,000 (Rupees Seven Crore Sixteen Lakh Thirty Thousand Only) divided into 7,00,00,000 (Seven Crore) Equity Shares of Re. 1/- each and 1,63,000 (One Lakh Sixty Three Thousand) Preference Shares of Rs. 10 (Rupees Ten) each.

As the Company is proposing the issue of CCPS, considering its fund requirements it needs to create adequate headroom to accommodate issuance of CCPS and infusion of capital in future. Accordingly the Board of Directors at their meeting held on August 10, 2022, had accorded its approval for increasing the Authorised Share Capital from Rs. 7,16,30,000 (Rupees Seven Crore Sixteen Lakh Thirty Thousand Only) to 7,40,00,000 (Rupees Seven Crore Forty Lakh Only), subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 7,16,30,000 (Rupees Seven Crore Sixteen Lakh Thirty Thousand Only) to 7,40,00,000 (Rupees Seven Crore Forty Lakh Only) comprising:

- a) Rs. 7,00,00,000/- (Rupees Seven Crore Only) equity share capital divided into 7,00,00,000 (Seven Crore) equity Shares of Re. 1/- (Rupee One) each; and
- b) Rs. 40,00,000/- (Rupees Forty Lakh) preference share capital divided into 4,00,000 (Four Lakh) preference shares of Rs. 10/- (Rupees Ten) each.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

A draft copy of the Memorandum of Association of the Company duly amended is available for inspection.

None of the Directors / Key Managerial Personnel of the Company / their relatives is / are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 3 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any.

The Board of Directors of the Company believes that the proposed resolution is in the interest of the Company and hence, recommends the resolution as set out at Item no. 3 of this notice for approval of the members of the Company by way of an Ordinary Resolution.

Item No. 4

The Board of Directors ("Board") of the Company in their meeting held on September 01, 2022 had approved the raising of funds by way of issue of 1,65,000 (One Lakh and Sixty Five Thousand) - 0.01% Compulsorily Convertible Non-Cumulative Preference Shares of the Company of the face value and issue price of Rs. 10/- (Rupees Ten) each, aggregating to an amount of Rs. 16,50,000/- (Rupees Sixteen Lakh Fifty Thousand Only) on preferential allotment basis ("Preferential Issue") subject to the approval of the members by way of special resolution.

In terms of the provisions of Sections 42, 55 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder including Rule 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("ICDR Regulations"), any preferential allotment of securities is required to be approved by the Members of the Company by way of a special resolution.

Accordingly, the approval of the Members is being sought, by way of a special resolution, to offer and issue CCPS, in one or more tranche(s).

A Statement of disclosure as required under Rule 13 (2) (d) and Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 (1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 read with Regulation 163 of SEBI (Issue of Capital and Disclosure Requirement) Regulation, 2018 is as under:

Sr. No.	Particular	Details
1.	Particulars of the offer including the date of passing of the Board Resolution.	Issue of 1,65,000 0.01% Compulsorily Convertible Non-Cumulative Preference Shares at a price of Rs. 10/- each for an aggregate amount of Rs. 16,50,000/- .Date of passing Board Resolution: September 01, 2022.

2.	Objects of the Issue.	To meet fund requirements for redeeming the 0.5% Cumulative Non-Convertible and Non-Participating Preference Shares of the Company and for other General Corporate Purposes.
3.	Nature/Kinds of securities offered and the price at which security is being offered.	0.01% Compulsorily Convertible Non-Cumulative Non-Participating Preference Shares of Face Value of Rs. 10/- each to be issued at par
4.	Total Number of Securities to be Issued	1,65,000 0.01% Compulsorily Convertible Non-Cumulative Preference Shares
5	The manner of issue of securities	Preferential Allotment to Mrs. Sunanda Jain, Promoter of our Company.
6.	The Price or the Price band at/within which the allotment is proposed	The Compulsorily Convertible Non-Cumulative Preference Shares are proposed to be issued at a price of Rs. 10/- each. 11 (Eleven) CCPS of Face Value of Rs. 10/- each will be convertible into 5 (Five) Equity Share of Face Value of Re. 1/- each. (Conversion Ratio).
7.	Basis on which the price has been arrived at along with report of the registered valuer	The Equity Shares of the Company are listed on BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') (NSE together with BSE shall hereinafter be referred to as ' Stock Exchanges '). The Equity Shares are frequently traded and NSE, being the stock exchange with higher trading volumes for the said period, has been considered in accordance with the ICDR Regulations. In terms of the applicable provisions of the ICDR Regulations, the floor price at which the Equity Shares to be allotted on conversion of CCPS is 21.47/-, being higher of the following: a) the 90 trading days volume weighted average price of the related Equity Shares quoted on the recognised Stock Exchange preceding the relevant date; i.e. Rs.21.30/- per Equity Share; or b) the 10 trading days volume weighted average prices of the related Equity Shares quoted on a recognised Stock Exchange preceding the relevant date i.e. Rs. 21.47/- per Equity Share. The conversion price of CCPS into Equity Shares is Rs. 22/- per CCPS which is not lower than the floor price determined in accordance with the applicable provisions of ICDR Regulations. FCA Nitish Kumar Chugh, a registered valuer, has determined the floor price of equity shares of the Company as on the August 30, 2022 at Rs.21.47/- per equity share as per the valuation report (" Valuation Report ").

8.	Name and address of the valuer who performed the valuation	FCA Nitish Kumar Chugh, Registered Valuer (IBBI/RV/06/2018/10011) Address - A-802, Dharam CGHS, Plot No -8, Sector – 18A Dwarka, New Delhi – 110075
9.	Relevant date with reference to which the price has been arrived	August 30 , 2022
10.	The class or classes of person to whom allotment is proposed to be made	Promoter
11.	Intention of Promoter, Directors or Key managerial person to subscribe to the offer	The CCPS shall be issued to Mrs. Sunanda Jain, the promoter of the Company who is also Chairperson cum Managing Director of the Company. None of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the CCPS proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.
12.	The proposed time within which the allotment shall be completed and terms of conversion.	As required under the ICDR Regulations, the CCPS shall be allotted by the Company within a period of 15 days from the date of passing of the special resolution provided that where the allotment of the CCPS is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions. The CCPS may be converted by the CCPS holder, in one or more tranches, at any time within a period of 18 (eighteen) months from the date of issuance of the CCPS by delivering a notice of conversion to the Company requesting the conversion of the relevant portion of the CCPS proposed to be converted on a date designated as the specified conversion date in such notice. The Company shall accordingly, without any further approval from the Members of the Company, allot the corresponding number of Equity Shares as per the conversion ratio in dematerialized form.
13.	Material Terms of raising of such securities	i) The CCPS shall carry a preferential right vis-a-vis equity share of the Company with respect to payment of dividend and repayment of capital in case of a winding up; ii) The CCPS shall not be redeemable and the same are compulsorily convertible; iii) The CCPS shall be non-participating in the surplus funds and in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid; iv) The CCPS holder shall be paid dividend on a non-cumulative basis at the rate of 0.01%;

		<p>v) All the 1,65,000 (One Lakh and Sixty Five Thousand) CCPS allotted shall be converted into 75,000 (Seventy Five Thousand fully paid-up equity shares of face value of Re.1/- (Rupee One) each at an issue price of Rs. 22/- per equity share (including premium of Rs. 21/-), from time to time, in one or more tranches upto a period not exceeding 18 months from the date of issuance of CCPS at the conversion price.</p> <p>vi) The conversion price has been determined based on valuation report dated August 31, 2022 issued by FCA Nitish Kumar Chugh, an independent Registered Valuer Considering August 30, 2022 as the "Relevant Date" i.e. the date 30 days prior to the date of passing of a resolution at the proposed date of holding Annual General Meeting and this price at which CCPS shall be converted into equity share is higher than the floor price as has been calculated as per the method prescribed in Regulation 164(1) of ICDR Regulations</p> <p>vii) The Equity Shares allotted pursuant to the conversion of the CCPS shall be in dematerialized form; shall be fully paid up and shall be listed on the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited where the existing Equity Shares of the Company are listed in accordance with applicable regulations;</p> <p>viii) The Equity Shares to be issued on conversion of the CCPS shall rank pari-passu in all respects including entitlement to dividend with the existing Equity Shares of the Company;</p> <p>ix) The CCPS and the Equity Shares to be allotted pursuant to the conversion of the CCPS shall be subject to lock-in as applicable under ICDR Regulations;</p> <p>x) The CCPS will not have any voting rights. Only once the CCPS are converted to Equity Shares, the Equity shares will have voting rights in accordance with the provisions of the Companies Act, 2013</p> <p>xi) Five (5) fully paid up Equity Shares of Face Value Re. 1 each of the Company shall be issued and allotted on conversion of every eleven (11) CCPS of Face Value Rs. 10 each.(Conversion Ratio)</p>
14.	The Name of the proposed allottees and the percentage of post preferential Issue capital that may be held by them.	<p>Proposed Allottee - Mrs. Sunanda Jain, Promoter of the Company.</p> <p>Pre Issue Equity Holding of the Proposed Allottee: 4,57,62,415 Equity Shares of Re. 1 each being</p>

		<p>74.71% of paid up Equity Share Capital.</p> <p>Post Issue Equity Holding (on full conversion of CCPS into Equity Shares): 4,58,37,415 Equity Shares of Re. 1 each being 74.74% of paid up Equity Share Capital.</p> <p>Apart from the above, Mrs. Sunanda Jain also holds 1,63,000 0.5% cumulative non-convertible and non-participating redeemable preference shares of Rs. 10/- each, being 100% of the paid up preference share capital.</p>
15	The change in control, if any, in the company that would occur consequent to the Preferential Issue	There will be no change in the control in the Company consequent to the Preferential Issue.
16	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 prior to this during this Financial Year.
17.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not applicable
18.	The terms of redemption, including terms and rate of dividend on each shares etc.; of shares at premium and if the preference shares are convertible, the terms of conversion	<p>The 0.01% CCPS are compulsorily convertible into equity shares.</p> <p>Please Refer Sr. No. 12 and 13 for detailed terms and conditions.</p>
19.	The manner and modes of redemption	Not Applicable.
20.	The change in control, if any, in the company that would occur consequent to the Preferential Issue	There will be no change in the control in the Company consequent to the Preferential Issue.
21.	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.	Mrs. Sunanda Jain is the only Proposed Allottee. Hence, Not applicable.
22.	The expected dilution in equity share capital upon conversion of preference shares	<p>0.03%</p> <p>Current shareholding of Mrs. Sunanda Jain is 74.71% and upon conversion of preference shares it will increase to 74.74%. For more information, Refer Sr. No. 23 below</p>

23.	The pre-issue and post issue shareholding pattern of the company:						
Sr. No.	Category	Pre- Issue Equity Shares		Proposed Issue of CCPS		Post Issue Equity Shares (After Conversion of CCPS)	
		No. of Shares held	% of share holding	No. of Shares	% of share holding	No. of Shares	% of share holding
A.	Promoters Holding:						
1.	Indian:						
	Individual	4,57,63,915	74.72 %	1,65,000	100 %	4,58,38,915	74.75%

	Bodies Corporate	57,639	0.09 %	-	-	57,639	0.09%
	Sub Total	4,58,21,554	74.81 %	-	-	4,58,96,554	74.84%
2.	Foreign Promoters	-	-	-	-	-	-
	Sub Total (A)	4,58,21,554	74.81 %	1,65,000	100 %	4,58,96,554	74.84%
B.	Non-Promoters Holding:						
1.	Institutional Investors	29,290	0.05 %	-	-	29,290	0.05 %
2.	Non- Institution:						
	Private Corporate Bodies	53,95,050	8.81 %	-	-	53,95,050	8.80 %
	Directors and relatives	-	-	-	-	-	-
	Indian Public	90,89,649	14.84 %	-	-	90,89,649	14.82 %
	Others (including NRIs)	9,15,203	1.49 %	-	-	9,15,203	1.49 %
	Sub Total(B)	1,54,29,192	25.19 %	-	-	1,54,29,192	25.16 %
	Grand Total	6,12,50,746	100 %	1,63,000	100 %	6,13,25,746	100 %

Where convertible securities are offered on a preferential allotment basis with an option to apply for and get equity shares allotted, the price of the resultant shares pursuant to conversion shall be determined – The 0.01% CCPS shall be converted into Equity Shares in the ratio of 5:11 (i.e. 5 Equity shares will be allotted on every 11 CCPS) at conversion price of Rs. 22/- per Equity Share.

A copy of the certificate from M/s Amit K & Associates, Practicing Company Secretaries of the Company certifying that the Preferential Issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be placed before the Members of the Company at the General Meeting and the same shall be open for inspection at the website of the company accessible through the following link: <https://ravinderheights.com/rvhl/docs/Certificate-of-Practising-Company-Secretary.pdf>

The Company, at the time of such issue of preference shares, has no subsisting default in the redemption of preference shares issued either before or after the commencement of Companies Act, 2013 or in payment of dividend due on any preference shares.

In accordance with the provision of Section 42, 55 and 62(1)(c) read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, a company offering or making an invitation to subscribe to securities on a preferential allotment basis, is required to obtain prior approval of the members by way of special resolution, for each of the offers or invitation.

The approval of the members is accordingly being sought by way of special resolution under section 42, 55 and 62(1)(c) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 9 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 made there under.

The Directors recommend the aforesaid resolution for the approval by the members as a **special resolution**.

By order of the Board
For Ravinder Heights Limited.

Place: New Delhi

Date: September 01, 2022

Sd/-
Sunanda Jain
Chairperson cum Managing Director
DIN: 03592692