



RITESH PROPERTIES AND INDUSTRIES LIMITED
Regd. Office:11/5B,Pusa Road, New Delhi-110060
Ph: 011-41537951, Email-ID: info@riteshlimited8@gmail.com
Website: www.riteshindustries.us
CIN: L74899DL1987PLC027050

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 (“Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Act, read together with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), Regulation 44 and all other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), General Circular No. 14/2020 dated 8th April, 2020 read with General Circular Nos. 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 03/2022 dated 5th May, 2022 and other applicable circulars issued by the Ministry of Corporate Affairs, Government of India (“**MCA Circulars**”) and the Securities and Exchange Board of India, Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolutions set out below are proposed to be passed as Ordinary Resolutions by the members of the Company (“**Members**”) by means of Postal Ballot, only by way of e-voting (“**e-voting**”) process.

The proposed resolutions and explanatory statement pursuant to Section 102(1) of the Act, read with Rules framed thereunder are annexed hereto.

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes for registration of the same. The communication of the assent or dissent of the Members on the proposed resolutions will only take place through the e-voting system. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed CS Mohd. Zafar (Membership No. F9184 & Certificate of Practice No. 13875), Partner, M/s. MZ & Associates., Firm of Company Secretaries as the scrutinizer for conducting the postal ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

The Remote e-voting period will commence from 09.00 a.m. (IST) on Tuesday, 19th July, 2022 and will end at 5.00 p.m. (IST) on Wednesday, 17th August, 2022. The Members are requested to carefully read the instructions mentioned in this Notice and record their assent (“**FOR**”) or dissent (“**AGAINST**”) on the proposed resolutions through the e-voting process not later than 5:00 p.m. (IST) on 17th August, 2022 failing which it will be considered that no reply has been received from the Member.

The scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at <https://www.riteshindustries.us/>, and the Service Provider at www.evotingindia.com while simultaneously being communicated to the stock exchange(s) where the equity shares of the Company are listed.

The proposed resolutions, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. 17th August, 2022.

SPECIAL BUSINESS:

- 1) SUB-DIVISION OF EQUITY SHARES OF THE COMPANY FROM FACE VALUE OF RS. 10/- PER SHARE TO RE. 1/- PER SHARE**

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

“**RESOLVED THAT** pursuant to the provisions of

Section 61(1)(d) and the other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, the approval of the members of the Company be and is hereby accorded for the sub-division of each Equity Share of the Company having face value of Rs.10/- (Rupees Ten only) fully paid-up into 10 (Ten) Equity Shares having face value of Re. 1/- (Rupee One only) each fully paid-up, with effect from the 'Record date' determined by the Board of Directors for this purpose.

RESOLVED FURTHER THAT pursuant to sub-division of equity shares of the Company, the Authorised, Issued, Subscribed and Paid-up Equity Share Capital of each Equity Share of face value of Rs. 10/- (Rupees Ten only) fully paid-up shall stand sub-divided into 10 (Ten) Equity Shares of face value of Re. 1/- (Rupee One only) each fully paid-up as existing on the Record Date and shall rank pari-passu in all respects with the with the existing equity shares with effect from the Record Date.

RESOLVED FURTHER THAT upon the sub-division of the equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and shall be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s) and in case of the equity shares held in dematerialized form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the equity shares of the Company before sub-division and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing equity shares of the Company.

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company be and are hereby severally authorised to sign, execute and file necessary applications, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or consequential to the sub-division of shares including but not limited to fixing of record date, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of equity shares, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, execution and filing of all the relevant documents with the Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations and to further authorise and delegate all or any of the powers conferred herein in any manner as they may deem fit".

2) ALTERATION OF CLAUSE V IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment or re-enactment thereof for the time being in force) and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, the approval of the members of the Company be and is hereby accorded for alteration of the existing "Clause V" of the Memorandum of Association of the Company by substituting with the following new Clause V:

"V. The Authorised Share Capital of the Company shall be Rs. 28,15,00,000 /- (Rupees Twenty Eight Crores and Fifteen Lakhs Only) divided into 28,15,00,000 (Twenty Eight Crores and Fifteen Lakhs Only) Equity Shares of Re. 1/- (Rupee One

only) each with the rights, privileges and conditions attached thereto as are provided by the Regulations of the Company for the time being, with power to increase and reduce the capital of the Company and to divide the share in the Capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Regulations of the Company.”

RESOLVED FURTHER THAT any of the Directors and Company Secretary of the Company be and are hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds,

matters and things as may be deemed necessary including but not limited to delegation of all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution.”

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

By Order of the Board of Directors
For Ritesh Properties and Industries Limited

Tarandeep Kaur
Company Secretary
Membership No. ACS 42144

Place: Gurugram
Date: June 16, 2022

Notes:

1. The explanatory statement for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out material facts is annexed hereto and forms part of this Notice.
2. In accordance with the provisions of General Circular No. 02/2022 dated 05th May, 2022, General Circular No. 21/2021 dated 14th December, 2021; General Circular No. 19/2021 dated 08th December, 2021; General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), that the Company has sent this Postal Ballot Notice only through e-mail to all the Members of the Company whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) (collectively referred as “Depositories”) as on 15th July, 2022 (the “Cut-off Date”) and who have

registered their e-mail address in respect of electronic holdings with the Depository through the concerned Depository Participants (“DP”) and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, M/s Skyline Financial Services Private Limited (“RTA”) or the Company.

3. The Postal Ballot Notice is also available on the website of the Company at <https://www.riteshindustries.us/>. The same can also be accessed from the website of the Stock Exchange i.e. Bombay Stock Exchange Limited (the “BSE”) at www.bseindia.com, website of CDSL, e-voting facility provider at www.evotingindia.com and on the website of RTA at skylinerta.com.
4. In terms of the MCA Circulars, since the matters as proposed in the Postal Ballot Notice shall be passed by the members of the Company through remote e-voting only, therefore, the vote in this postal ballot cannot be exercised through proxy.
5. In terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only and the hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for this postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through remote e-

voting only.

6. Members who have not registered their email addresses can now register the same by sending scanned copy (ies) of duly signed request letter to the Company at riteshlimited8@gmail.com or RTA at info@skylinerta.com and Members holding shares in demat form are requested to register their email addresses with their DP's only.

In light of the aforesaid Circulars, shareholders who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered with the RTA by clicking the link: info@skylinerta.com and following the registration process as guided thereafter.

Those Members who have already registered their email address are requested to keep their email addresses validated with their DP's/ the Company/ RTA to enable servicing of notices / documents / annual reports electronically to their email address.

7. All documents referred to in this Notice, including draft of new Memorandum of Association and Articles of Association, are available for electronic inspection on the website of the Company at <https://www.riteshindustries.us/> from date of dispatch of this Notice till the last date of Remote e-voting.
8. The Members, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **Cut-off Date, i.e. Friday, 15th July, 2022**, shall be entitled to avail the facility of remote e-voting. A person who is not a member as on the Cut-off date should treat this notice for information purpose only.

It is however clarified that all Members of the Company as on the Cut-off Date, including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company/RTA/ Depositories, shall be entitled to vote in relation to the resolutions specified in this Notice in accordance with the process specified hereinafter in this Notice.

9. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the **Cut-off Date i.e. Friday, 15th July, 2022**.
10. The Board of Directors of the Company in its meeting held on Thursday, June 16, 2022 has appointed CS. Mohd Zafar (Membership No. F9184 & Certificate of Practice No. 13875), Partner, M/s. MZ & Associates.,

Firm of Company Secretaries as Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner. CS. Mohd Zafar has given his consent to act as the scrutinizer and be available for the purpose of ascertaining the requisite majority.

11. The Scrutinizer will, after the conclusion of remote e-voting, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and submit his report to the Chairman or any other person authorised by the Board who shall countersign the same and declare the result of the voting forthwith. The result of the Postal Ballot shall be declared on or before 19th August, 2022. The Scrutinizer's decision on the validity of votes cast through Postal Ballot will be final.

The result of the Postal Ballot and Report of Scrutinizer will also be displayed on the Company's website at <https://www.riteshindustries.us/>, CDSL website at www.evotingindia.com and RTA's website at skylinerta.com and shall also be communicated to the BSE where the shares of the Company are listed.

12. As required under Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this postal ballot will be published in one National daily newspaper circulating throughout India (in English language) and one daily newspaper circulating in New Delhi (in vernacular language, i.e. Hindi).
13. All papers relating to Postal Ballot including voting by remote e-voting shall be under the safe custody of the scrutinizer till the Chairman considers, approves and signs the minutes.
14. Some of the important details regarding the remote e-voting facility are provided below:

Cut-off date for determining the Members entitled to vote through e-voting	Friday, 15th July, 2022
Commencement of e-voting period	Tuesday, 19th July, 2022, from 9.00 a.m.
End of e-voting period	Wednesday, 17th August, 2022 till 5.00 p.m.

The e-voting module will be disabled by the Service provider i.e. CDSL after **5:00 P.M. on Wednesday, 17th August, 2022**

15. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
16. The Resolutions, if passed by Members with requisite majority, shall be deemed to have been passed on the last date of Remote e-voting i.e. 17th August, 2022.
17. Resolutions passed by the Members through Postal Ballot shall be deemed to have been passed as if the same have been passed at a General Meeting of the Members.
18. Institutional/Corporate Shareholders (i.e. other than HUF, NRI etc.) intending to vote on the Postal Ballot through their authorized representatives are requested to send a scanned copy of certified true copy of the Board Resolution authorizing their representative to vote on their behalf to the scrutinizer at associates.mza@gmail.com with copies marked to the Company at riteshlimited8@gmail.com and to its RTA at info@skylinerta.com.
19. **Instructions for voting through remote e-voting:**

In compliance with the provisions of Regulation 44 of the Listing Regulations, Sections 108 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and SS-2, the Company is providing a facility to all its members to enable them to cast their vote on the matters listed in this Notice by electronic means (e-voting). The e-voting facility is being provided by Central

Depository Services (India) Limited (“CDSL”).

The dispatch of the Notice shall be deemed to be completed on the day on which RTA sends out the communication for the Postal Ballot process by e-mail to the Members of the Company.

The instructions for members for voting through electronic means are as under:

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

In order to increase the efficiency of the voting process, all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants would be able to cast their vote without having to register again with the e-voting service providers (ESP's), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. Pursuant to above said SEBI Circular, login method for e-voting is given below:

a)For Individual shareholders holding securities in Demat mode with CDSL/NSDL:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on “Login” icon and select New System Myeasi. 2. After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there are also links provided to access the system of all the e-voting Service Providers i.e. CDSL/NSDL, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at 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 e-voting link available at www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on Company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period .</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com, select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under “Shareholder/Member” section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digits demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on Company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>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 2244 300</p>

b) For shareholders holding securities in physical mode and non- individual shareholders:

- (i) The Members should log on to the e-voting website **www.evotingindia.com**
- (ii) Click on “Shareholders/Members” Tab.
- (iii) Now enter your User ID:
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in physical form should enter Folio Number registered with the Company.

- (iv) Next enter the Image Verification as displayed and click on login.
- (v) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier e-voting of any Company, then your existing password is to be used.
- (vi) If you are a **first time user, follow the steps given below:**

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat members as well as physical members). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN field sent by the Company/RTA or contact Company/RTA for the same.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company, please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iii) above.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for **Ritesh Properties and Industries Limited** on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the voting done by you, by clicking on “Click here to print” option on the voting page.
- (xvi) If Demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non-Individual Members & Custodians::
 - Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- Alternatively, Non Individual members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer at associates.mza@gmail.com and to the Company at the email address riteshlimited8@gmail.com, if they have voted from individual tab & not uploaded the same in the CDSL e-voting system for the scrutinizer to verify the same.

Process for those members whose email addresses/ mobile numbers are not registered with the Company/ Depositories:

- (i) For shares held in physical form-** Please provide necessary details like Folio No., Name of member, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and AADHAR card by email to Company at riteshlimited8@gmail.com or RTA at info@skylinerta.com.
- (ii) For shares held in dematerialized form-** Please update your email ID & mobile no. with your respective DP.
- (iii) For Individual Demat shareholders –** Please update your email ID & mobile no. with your respective DP which is mandatory while e-voting.

If you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at contact at 1800225533

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 4 0 0 0 1 3 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

By Order of the Board of Directors
For Ritesh Properties and Industries Limited

Tarandeep Kaur
Company Secretary
Membership No. ACS 42144

Place: Gurugram

Date: June 16, 2022

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS 2015 AND SECRETARIAL STANDARD-2, CONTAINING MATERIAL FACTS IN RESPECT OF ITEMS OF SPECIAL BUSINESSES SET OUT IN THIS POSTAL BALLOT NOTICE.

ITEM NO. 1 AND 2:

SUB-DIVISION OF EQUITY SHARES HAVING FACE VALUE OF RS. 10/- PER SHARE TO RE. 1/- PER SHARE AND CORRESPONDING AMENDMENTS IN MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Equity Shares of your Company are listed on the BSE Limited. Owing to the Company's strong financial performance, the market price of the equity shares of the Company has grown steadily. In order to improve the liquidity of Company's shares in the stock market and to make it more affordable for the small investors, it is proposed to sub-divide the each existing equity share having face value of Rs. 10/- (Rupee Ten only) each into 10 (Ten) new equity shares having face value of Re. 1/- (Rupee One only) each. The record date for the said sub-division of equity shares shall be fixed by the Board (which expression shall also include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf) after the approval of the members is obtained.

The Members are hereby informed that in the opinion of the Board, the proposed sub-division of the equity shares of the Company is in the best interest of the Company and its investors and therefore, the Board at its Meeting held on Thursday, 16th June, 2022 considered and approved the sub-division of each Equity Share of the Company having face value of Rs. 10/- (Rupees Ten only) each fully paid-up into 10 (Ten) Equity Shares having face value of Re. 1/- (Rupee One only) each fully paid-up, subject to the approval of the Members of the Company.

Type of Capital	Pre Sub-division Share Capital Structure			Post Sub-division Share Capital Structure		
	No. of Equity Shares	Face Value (Rs.)	Share Capital (Rs.)	No. of Equity Shares	Face Value (Rs.)	Share Capital (Rs.)
Authorised Share Capital						
• Equity shares	2,81,50,000	10/-	28,15,00,000	28,15,00,000	1/-	28,15,00,000/-
Issued, Paid -up and Subscribed Capital						
• Equity shares	2,57,29,384	10/-	25,72,93,840/-	2,57,29,3840	1/-	25,72,93,840/-
• Preference shares	0	0	0	0	0	0

Presently, the Authorized Share Capital of the Company is Rs. 28,15,00,000/- (Rupees Twenty Eight Crore Fifteen Lakhs Only) divided into 2,81,50,000 (Two Crore Eighty One Lakhs Fifty Thousand Only) Equity Shares of Rs. 10/- each and the issued, subscribed and paid-up share capital of the Company is Rs. 25,72,93,840/- (Rupees Twenty Five Crore Seventy Two Lakhs Ninety Three Thousand Eight Hundred Forty only) divided into 2,57,29,384 (Two Crore Fifty Seven Lakhs Twenty Nine Thousand Three Hundred and Eighty Four only) Equity Shares of Rs. 10/- each.

The proposed sub-division/split of equity shares of the Company will not result in any change in the total amount of authorized and paid-up share capital of the Company.

Pursuant to the provisions of Sections 13 and 61(1)(d) and other applicable provisions, of the Companies Act, 2013, approval of the members is required for sub-division of each Equity Share of the Company having face value of Rs. 10/- (Rupees Ten only) each fully paid-up into 10 (Ten) Equity Shares having face value of Re. 1/- (Rupee One only) each fully paid-up and consequently, alteration to the existing Clause V of the Memorandum of Association of the Company. Accordingly, the approval of the Members of the Company is sought by way of Postal Ballot through e-voting in this regard.

The existing MOA of the Company as well as the MOA with

the proposed amendments will be available for online inspection on all days except for Saturday and Sunday till the last date of Remote e-voting i.e., August 17, 2022.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested (financial and/ or otherwise), in the resolution set out in Item No. 1 & 2 of the Postal Ballot Notice.

The Board recommends passing of the resolutions set out at Item No. 1 & 2 for the approval of the members in the best interest of the Company.

Registered Office:

11/5B, Pusa Road

New Delhi 110060

By Order of the Board of Directors

For Ritesh Properties and Industries Limited

Tarandeep Kaur

Company Secretary

Membership No. ACS 42144

Place: Gurugram

Date: June 16, 2022