

## NOTICE

**NOTICE** is hereby given that the 28<sup>th</sup> Annual General Meeting of the Members of **Ritesh Properties and Industries Limited** will be held on Tuesday, 29<sup>th</sup> day of September, 2015 at 11:00 a.m. at M.L. Bhartia Auditorium, Alliance Francaise de Delhi, Indo-French Cultural Centre, 72, Lodi Estate, New Delhi-110003 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt:
  - a) The Audited Financial Statements of the Company for the financial year ended on March 31, 2015 including Audited Balance Sheet as at March 31, 2015, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Auditors and Directors thereon.
  - b) The Audited Consolidated Financial Statements of the Company for the year ended on March 31, 2015 including Audited Consolidated Balance Sheet as at March 31, 2015 and Consolidated Statement of Profit & Loss and Consolidated Cash Flow Statement for the year ended on that date along with the report of the Auditors thereon.
2. To appoint Sh. Sanjeev Arora (DIN 00077748), who retires by rotation and being eligible, offers himself for reappointment.
3. **To ratify the appointment of Statutory Auditors of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT, pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. S.M.Mathur & Co., Chartered Accountants, New Delhi, Firm Registration No. 006588N, as the Statutory Auditors of the Company, be and is hereby ratified for the financial year 2015-16 at such remuneration as may be finalized by Chairman cum Managing Director of the Company.”

### SPECIAL BUSINESS

4. **To Increase the Remuneration of Sh. Sanjeev Arora, Chairman cum Managing Director and to consider and if thought fit, to pass with or without modification(s), the following resolutions as Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of section 197 read with schedule V and other applicable provisions, if any, of the Companies Act,

2013 and subject to such sanctions, approvals as may be necessary, the consent of the members be and is hereby accorded to pay the remuneration of Rs. 3,50,000/-p.m. (Three Lakh Fifty Thousand) plus perquisites as sanctioned by the Board from time to time, to Sh. Sanjeev Arora, Chairman-Cum-Managing Director of the Company w.e.f. 1<sup>st</sup> April. 2015 for the remaining tenure of his appointment with the liberty to the Board of Directors (herein after referred to as “Board” which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and to vary the said remuneration in such form and manner or with such modifications as the Board may deem fit and agreed to by Sh. Sanjeev Arora.”

“RESOLVED FURTHER THAT notwithstanding anything herein above stated in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay Sh. Sanjeev Arora remuneration not exceeding Rs. 3,50,000/-p.m.(Three Lakh Fifty Thousand) plus perquisites as minimum remuneration.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board of Directors of the Company and acceptable to Sh. Sanjeev Arora, Chairman-Cum-Managing Director as permissible under the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make such alternations and modifications, as may be required within the limits of Schedule V of the Companies Act, 2013.”

5. **To approve the re-appointment of Sh. Sanjeev Arora as Chairman cum Managing Director and to approve the terms and conditions of re-appointment and to consider and if thought fit, to pass with or without modification(s), the following resolutions as Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of section 196,197, 203 read with schedule V and rules thereunder and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) approval of the members of the company be and are hereby accorded to re-appoint Sh. Sanjeev Arora as a Chairman cum Managing Director of the company at a remuneration of Rs. 3,50,000/-p.m.

(Three Lakh Fifty Thousand) for a period of five consecutive years w.e.f. 1<sup>st</sup> April, 2016 on such terms and conditions as may be deemed fit.”

**“RESOLVED FURTHER THAT** notwithstanding anything herein above stated in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay Sh. Sanjeev Arora remuneration not exceeding Rs. 3,50,000/-p.m.(Three Lakh Fifty Thousand) as minimum remuneration.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board of Directors of the Company and acceptable to Sh. Sanjeev Arora, Chairman Cum Managing Director as permissible under the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and to make necessary filings of any statutory forms or other related documents and to do all such acts and things as may be necessary in this regards.”

**6. To Increase the Remuneration of Sh. Kavya Arora, Executive Director and to consider and if thought fit, to pass with or without modification(s), the following resolutions as Ordinary Resolution:**

**“RESOLVED THAT** in accordance with the provisions of section 197 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to such sanctions, approvals as may be necessary, the consent of the members be and is hereby accorded to pay the remuneration of Rs. 1,50,000/-p.m. (One Lakh Fifty Thousand) plus perquisites as sanctioned by the Board from time to time, to Sh. Kavya Arora, Executive Director of the Company w.e.f. 1<sup>st</sup> April, 2015 for the remaining tenure of his appointment with the liberty to the Board of Directors (herein after referred to as “Board” which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board) to alter and to vary the said remuneration in such form and manner or with such modifications as the Board may deem fit and agreed to by Sh. Kavya Arora.”

**“RESOLVED FURTHER THAT** notwithstanding anything herein above stated in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay Sh. Kavya Arora remuneration not exceeding Rs. 1,50,000/-p.m.(One Lakh Fifty Thousand) plus perquisites as minimum

remuneration.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board of Directors of the Company and acceptable to Sh. Kavya Arora, Executive Director as permissible under the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make such alternations and modifications, as may be required within the limits of Schedule V of the Companies Act, 2013.”

**7. To approve the re-appointment of Sh. Roop Kishore Fatehpuriya as the Executive Director and to approve the terms and conditions of re-appointment and to consider and if thought fit, to pass with or without modification(s), the following resolutions as Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for time being in force) subject to such other consents, permissions and approval of shareholders of Company, Sh. Roop Kishore Fatehpuriya be and is hereby re-appointed as Executive Director of the Company for a term of five years, whose term will be liable to retire by rotation, with effect from 01.09.2015 at a remuneration of Rs. 1,17,110/- ( One Lakh Seventeen Thousand one hundred ten Only ) per month plus allowances as applicable to other employees of the Company with liberty to the Board of Directors (herein after referred to as “Board” which term shall be deemed to include Nomination & Remuneration Committee constituted by the Board) to alter and vary the said remuneration in such form and manner or with such modifications as the Board may be deemed fit and agreed to by Sh. Roop Kishore Fatehpuriya, Executive Director.”

**“RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, where in any financial year, the Company incurs as loss or its profits are inadequate, the Company shall pay Sh. Roop Kishore Fatehpuriya, Executive Director, the above mentioned remuneration as minimum remuneration.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to vary/alter at any time the remuneration, terms and

conditions of the said appointment in such manner as may be approved by the Board of Directors of the Company and acceptable to the Sh. Roop Kishore Fathepuriya, Executive Director of the Company as permissible under the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make such alteration and modifications, as may be required within the limits of Schedule V of the Companies Act, 2013.”

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

sd/-

**Place : New Delhi (Sanjeev Arora)**  
**Date: 14.08.2015 Chairman-cum-Managing Director**  
**DIN: 00077748**  
**1108/1, Mukand Lal Road,**  
**Tagore Nagar, Civil Lines,**  
**Ludhiana-141001**

**NOTES:**

- I) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of this Notice.
- ii) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (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. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- iii) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- iv) Corporate members intending to send their authorized

representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

- v) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Skyline Financial services Limited.
- vi) The register of members and the share transfer book of the company will remain closed from 27<sup>th</sup> September, 2015 to 29<sup>th</sup> September, 2015 (both days inclusive). The book closure dates have been fixed in consultation with Stock Exchanges.
- vii) The Notice of the AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or with the Depository Participant(s), unless members have requested for the hard copy of the same, physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to the Members who have not registered their email address with the Company Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Gate of Venue of the AGM.
- viii) Members are requested to bring their copies of Annual Reports along with them, as copies of the report will not be distributed at the meeting.
- ix) Members/proxies are requested to bring their attendance slips sent herewith duly filled in for attending the meeting.
- x) Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the date of meeting.
- xi) M/s. B.K. Gupta & Associates, Company Secretaries, Ludhiana have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e voting process). The scrutinizer shall upon the conclusion of General Meeting, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.

xii) The Results of the resolutions passed at the AGM of the Company will be declared within 48 working hours of the conclusion of AGM. The Results declared along with the Scrutinizer's report shall be placed on Company's website [www.riteshindustries.us](http://www.riteshindustries.us) and CDSL and will be communicated to the stock exchanges.

**viii) Voting through Electronic Means:** Pursuant to the Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management And Administration) Rules, 2014, as amended from time to time and Clause 35B of the Listing Agreement, the Company is pleased to provide the facility to the Members a facility to exercise their right to vote at the 28<sup>th</sup> Annual General Meeting (AGM) by electronic means.

**xiv) The instructions for shareholders voting electronically are as under:**

- a. The Members whose name appears in the Register of Members of the Company as on 18.09.2015 (CUT OFF DATE). The Members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting shall commence on 26<sup>th</sup> September, 2015 at 9:00 am and ends on 28<sup>th</sup> September 2015 at 05:00 pm. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting value.
- c. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- d. Click on "Shareholders" tab.
- e. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- h. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Sequence number in the PAN field Sequence number is printed on the name slip affixed in Annual Report.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your Bank demat account or in the company records for the said Details demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id /Folio No. in the dividend bank details field as mention in instruction (e)</li> </ul>

- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password



- confidential.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.'
  - l. Click on the EVSN for <RITESH PROPERTIES AND INDUSTRIES LIMITED> on which you choose to vote.
  - m. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - o. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - r. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - s. Note for Institutional Shareholders
    - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details they have to create 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
    - Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e.18<sup>th</sup> September, 2015 may follow the same instructions as mentioned

above for e-Voting.

- t. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or written email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- u. Members holding equity shares in electronic form and proxies thereof are requested to bring their DP ID and client ID for identification.

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

**ITEM NO. 4**

As recommended by NRC in its meeting held on 01.04.2015, the Board of Directors of the Company has approved the payment of remuneration to Sh. Sanjeev Arora Rs. 3,50,000/-per month plus perquisite w.e.f. 1<sup>st</sup> April, 2015 for a remaining period of his tenure, subject to approval of members of the Company.

**Minimum Remuneration**

In the absence or inadequacy of profits in any financial year, the remuneration as set out above may be paid as the minimum remuneration to Sh. Sanjeev Arora. Pursuant to provisions of Section 197 read with Schedule V of the Companies Act, 2013, the approval of members is required to be obtained for payment of remuneration to Sh. Sanjeev Arora w.e.f 1<sup>st</sup> April, 2015 as proposed in the resolution.

The above may be treated as an abstract of the terms and conditions of the appointment of Sh. Sanjeev Arora pursuant to Section 197 of the Companies Act, 2013.

**ITEM NO. 5**

As recommended by the Nomination and Remuneration Committee in its meeting held on 14<sup>th</sup> August, 2015, the Board of Directors in their meeting held on 14<sup>th</sup> August, 2015 approved the re-appointment of Sh. Sanjeev Arora as the Chairman cum Managing Director of the Company w.e.f 01.04.2016 for the term of 5 years subject to approval of Shareholders in the forthcoming Annual General Meeting. The terms of conditions of remuneration are detailed in the resolution. The re-appointment and terms and conditions are subject to approval by members of the Company by way of Ordinary Resolution. Hence, the Board recommends the resolution for your approval.

**MEMORANDUM OF INTEREST**

None of the Directors or Key Managerial Personnel except Sh. Sanjeev Arora, Chairman cum Managing Director and Sh. Kavya Arora, Executive Director are interested in the resolution. This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement and under Companies Act, 2013.

**ITEM NO.6**

As recommended by NRC in its meeting held on 01.04.2015, the Board of Directors of the Company has approved the payment of remuneration to Sh. Kavya Arora Rs. 1,50,000/-per month plus perquisite w.e.f. 1<sup>st</sup> April, 2015 for a remaining period of his tenure, subject to approval of members of the Company.

### Minimum Remuneration

In the absence or inadequacy of profits in any financial year, the remuneration as set out above may be paid as the minimum remuneration to Sh. Kavya Arora.

Pursuant to provisions of Section 197 read with Schedule V of the Companies Act, 2013, the approval of members is required to be obtained for payment of remuneration to Sh. Kavya Arora w.e.f 1<sup>st</sup> April, 2015 as proposed in the resolution.

The above may be treated as an abstract of the terms and conditions of the appointment of Sh. Kavya Arora pursuant to Section 197 of the Companies Act, 2013.

### ITEM NO.7

As recommended by the Nomination and Remuneration Committee in its meeting held on 14<sup>th</sup> August, 2015, the Board of Directors in their meeting held on 14<sup>th</sup> August, 2015 approved the re-appointment of Sh. Roop Kishore Fatehpuriya as the Executive Director of the Company w.e.f 01.09.2015 for the term of 5 years subject to approval of shareholders in the forthcoming Annual General Meeting. The terms of conditions of remuneration are detailed in the resolution. The re-appointment and terms and conditions are subject to approval by members of the Company by way of Ordinary Resolution. Hence, the Board recommends the resolution for your approval.

### MEMORANDUM OF INTEREST

None of the Directors or Key Managerial Personnel are interested in the resolution. This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement and under Companies Act, 2013.

#### Details of directors seeking appointment/ re- appointment at the Forthcoming Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

Name of the Director	Roop Kishore Fatehpuriya
DIN	00887774
Date of Birth	02-09-1953
Date of Appointment	04-09-2006
Expertise in specific functional area	He has more than 35 years of experience in trade and industry.
No. of Shares in the Company	–
Qualification	Graduate
Directorships held in other companies	H B Fibres Limited
Position held in Mandatory committees of other companies	Nil
Relationship with other Directors	Not related to any director of the Company

Name of the Director	Sanjeev Arora
DIN	00077748
Date of Birth	18.09.1963
Date of Appointment	25.10.2004
Expertise in specific functional area	He has more than 30 years of experience in trade and industry.
No. of Shares in the Company	2,383,464
Qualification	Graduate
Directorships held in other companies	1. Ritesh Impex Pvt. Ltd. 2. Ritesh Spinning Mills Limited 3. HB Fibres Limited 4. Femella Fashions Limited 5. KP Advisors (Realty) Private Limited. 6. Kamal Oil and Allied Industries Ltd. 7. Arisudana Industries Limited.
Position held in Mandatory committees of other companies	Nil
Relationship with other Directors	Sh. Kavya Arora (Son)

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

Place : New Delhi  
Date: 14.08.2015

sd/  
(Sanjeev Arora)  
Chairman-cum-Managing Director  
DIN: 00077748  
1108/1, Mukand Lal Road,  
Tagore Nagar, Civil Lines  
Ludhiana- 141001