

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the Members of Ritesh Properties and Industries Limited will be held on Wednesday, 13th day of July, 2016 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 the Audited Financial Statements of the Company for the financial year ended on March 31st, 2016 including Audited Balance Sheet as at March 31st, 2016, the statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Auditors and Directors thereon
2. To appoint Sh. Kavya Arora (DIN 02794500), 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 2016-17 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 resolution as a Special 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 upto Rs. 7,00,000/-p.m. (Rupees Seven Lacs per month) 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. 1st April, 2016 for a period of three years 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. 7,00,000/-p.m. (Rupees Seven Lacs per month) 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 necessary filings of any statutory forms or other documents and to do all such acts and things as may be necessary in this regard."

5. **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 resolution as an 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 upto Rs. 3,00,000/-p.m. (Rupees Three Lacs per month) plus perquisites as sanctioned by the Board from time to time, to Sh. Kavya Arora, Executive Director of the Company w.e.f. 1st April, 2016 for the remaining tenure of his appointment upto 30th September, 2018 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. 3,00,000/-p.m. (Rupees Three Lacs per month) 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."

6. To Increase the Remuneration of Sh. Roop Kishore Fatehpuriya, Executive Director and

to consider and if thought fit, to pass with or without modification(s), the following resolutions as an 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 upto Rs. 1,35,000/-p.m. (Rupees One Lakh Thirty Five Thousand per month) plus perquisites as sanctioned by the Board from time to time, to Sh. Roop Kishore Fatehpuriya, Executive Director of the Company w.e.f. 1st April, 2016 for the remaining tenure of his appointment upto 31st August, 2020 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. Roop Kishore Fatehpuriya."

"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. Roop Kishore Fatehpuriya remuneration not exceeding Rs. 1,35,000/-p.m. (Rupees One Lakh Thirty five thousand per month) 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. Roop Kishore Fatehpuriya, 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 sell the "Femella" Brand to Femella Fashions Limited and to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the applicable provisions of Companies Act, 2013 (including any statutory modifications or re-enactments thereof), the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company to assign by way of transfer/sale the "Femella" Brand including registered trademark in the name of the Company under Class 25 vide application number 1570269 to Femella Fashions Limited for a consideration of Rs 2,75,00,000/- (Rupees Two Crores Seventy Five Lacs only) and on such terms and conditions as the Board of Directors and / or the Committee of Directors may determine and pursuant to such sale all rights, obligations and liabilities in respect of such trademark shall vest in favor of Femella Fashions Limited"

"RESOLVED FURTHER THAT the Board of Directors of the Company (which may include a committee of directors constituted for this purpose) be and are hereby authorized to complete the transfer/sale of the said Brand with Trademark and to finalize and execute Memorandum of Understanding and Deed of Assignment and other necessary documents, including agreements and other documents and to do all such other acts, deeds, matters and things as may be deemed necessary and expedient in their discretion for completion of the transfer/sale of the said Brand with Trademark."

8. **To convert loan into equity shares of Femella Fashions Limited and to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of Companies Act, 2013 (including any statutory modifications or re-enactments thereof), the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company for converting the loans into equity shares of Femella Fashions Limited up to an amount of Rs 25 crores (Rupees Twenty Five Crores only) at a premium, as may be thought fit and proper by Board of Directors of the company.

"RESOLVED FURTHER the Board of Directors of the Company (which may include a committee of directors constituted for this purpose) be and are hereby authorized to take all such actions including delegation of authority and to give all such directions as may be necessary or desirable and also to settle any question or difficulties that may arise in regard to the proposed investment and further to do all such acts, deeds, matters and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection herewith."

By Order of the Board
For Ritesh Properties and Industries Limited

Dated : 30.05.2016

sd/-

Place : New Delhi

(Sanjeev Arora)

Chairman-Cum-Managing Director

DIN: 00077748

Hampton Court Business Park,

NH 95, LDH-CHD Road,

Ludhiana-141123

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 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 11th July, 2016 to 13th July, 2016 (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 entrance of Venue of the AGM.
- viii) Members are requested to bring their copies of Annual Report 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) Mr. Bhupesh Gupta, Company Secretary has 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 and will be communicated to the stock exchanges.
- xiii) **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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the

Company is pleased to provide the facility to the Members a facility to exercise their right to vote at the 29th 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 07.07.2016 (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 10th July, 2016 at 9:00 AM and ends on 12th July, 2016 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 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 DPID 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 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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. 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.
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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (e).

- 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 & Industries Ltd>.

- 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 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.
- s. Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- t. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- u. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2016. Item No.4

Mr. Sanjeev Arora is presently the Chairman-Cum-Managing Director of the company. On recommendation by Nomination and Remuneration Committee, the Board of the Directors of the company has approved the increase in remuneration from Rs. 3,50,000/- p.m. (Rs. Three Lakh Fifty Thousand per month) upto Rs. 7,00,000/- p.m. (Rs. Seven Lacs per month) for a period of three years with effect from 1st April, 2016 on such terms and conditions as set out in the resolution, subject to the approval of shareholders of the Company.

As per the provisions of section 197 and Schedule V to the Companies Act, the approval of members is required to be obtained for payment of remuneration of Rs 7,00,000 to Sh. Sanjeev Arora. The information as required under Schedule V to the Companies Act, 2013 is as under:-

The information as required under Schedule V to the Companies Act, 2013 is as under:-

I. GENERAL INFORMATION:

- 1. Nature of Industry:** The Company is engaged in the business of real estate and development of business park. Its projects include Hampton Court Industrial project and Hampton Court Hous-

ing project. It is developing the project of Hampton Court Business Park, Chandigarh Road, Ludhiana, which is suited for textile, hosiery, apparel, hand tools, cycle, auto parts, consumer durables, sports goods, information technology (IT) industries etc.

2. **Date of Commencement of Commercial Operations** - The Company started its real estate activities in the year 2006.
3. **Financial Performance:** During the year ended 31st March, 2016 company has achieved a gross turnover of Rs. 12.91 Crores. Total revenue of the Company is Rs. 13.81 Crores and a net profit after tax of Rs. 1.74 Crores.

II INFORMATION ABOUT THE APPOINTEE:

4. **Background Details** - Sh. Sanjeev Arora is the Promoter and Chairman-Cum-Managing Director of the Company. He is 52 years of age. He has more than 31 years of experience in business. The Company has achieved new heights during his tenure as Chairman- cum -Managing Director and with his able guidance to the company.
5. **Past remuneration** - During the year ended 31st March, 2016 he has been paid a remuneration of Rs. 3,50,000/-p.m.
6. **Job profile and his suitability** - Sh. Sanjeev Arora is the Promoter Director of the company. He has been instrumental in growth of the company. He acts as a bridge between planning and achieving goals. Under his guidance, the company has established its position in the market.
7. **Remuneration proposed** - It is proposed to pay remuneration of Rs. 7,00,000/- per month w.e.f. 01.04.2016.
8. **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin** - Taking into consideration the size of the Company, the proposed profile of Sh. Sanjeev Arora, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial personnel in other Companies.

9. Pecuniary relationship directly or indirectly with the company, or relationship with managerial personnel, if any

Besides, the remuneration proposed, Sh. Sanjeev Arora does not have any other pecuniary relationship with the Company.

Sh. Sanjeev Arora is a father of Sh. Kavya Arora, Executive Director of the Company.

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits

The Company started its real estate activities in the year 2006 & is under the process of setting up its position in the market and upcoming with new markets. There is no loss or inadequate profit in the company, but for the purpose of calculation of managerial remuneration, there may be inadequacy of profits due to setting up of new business plans of the company which will reap good dividends in the years to come with the able guidance of Sh. Sanjeev Arora, Chairman-Cum-Managing Director of the Company.

2. Steps taken or proposed to be taken for improvement.

The company is expanding its business in various markets being in the business of sale of real estate and industrial plots, and resale of plots, a high potential business, where manpower is the main driving force behind the success of the company and under the leadership of Sh. Sanjeev Arora, Chairman-Cum-Managing Director of the Company will achieve higher turnover and profits.

3. Expected increase in productivity and profits in measurable terms

Since the company is entering into new markets, it is expected that the company will achieve very good turnover and profits during the year 2016-2017, which will be sufficient to pay remuneration to the managerial persons.

IV Disclosures

Pursuant to the provisions of Section 190 of the Companies Act, 2013, the contract or memorandum shall be open to inspection by any

member of the company without payment of fees at the Registered Office of the Company.

The Board of Directors recommends the resolutions for your approval.

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.

Item No.5

As recommended by Nomination & Remuneration Committee in its meeting held on 01.04.2016, the Board of Directors of the Company has approved the increase in remuneration of Sh. Kavya Arora upto Rs. 3,00,000/-per month plus perquisites w.e.f. 1st April, 2016 for a remaining period of his tenure, subject to approval of members of the Company.

Minimum Remuneration

In the absence of 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 1st April, 2016 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.

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.

Item No.6

As recommended by Nomination & Remuneration Committee in its meeting held on 01.04.2016, the Board of Directors of the Company has approved the increase in remuneration of Sh. Roop Kishore Fatehpuriya upto Rs. 1,35,000/-per month plus perquisites w.e.f. 1st April, 2016 for a remaining period of his tenure, subject to approval of members of the Company.

Minimum Remuneration

In the absence of inadequacy of profits in any financial year, the remuneration as set out above may be paid as the minimum remuneration to Sh. Roop Kishore Fatehpuriya.

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. Roop Kishore Fatehpuriya w. e. f 1st April, 2016 as proposed in the resolution.

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

None of the Directors or Key Managerial Personnel of the Company are concerned or interested in the resolution.

Item No.7

Femella is India's leading fashion eccentric destination inspiring the Indian women with funky and stylish clothing. Femella is a brand that truly understands the experience of guilt free shopping by offering young women styles that are in sync with high fashion at its greatest value.

Your Company is the legal and beneficial owner of Brand and Trademark 'Femella', under Class 25 vide application number 1570269. The said Trademark has been assigned for use to Femella Fashions Limited having its Registered Office At 11/5B, 1st Floor, Pusa Road, New Delhi-110005, India. Femella Fashions Limited is engaged in the business of manufacturing and trading of garments and accessories and with the transfer of this Brand and Trademark, Femella Fashions Limited will be able to explore all possible opportunities in its business of garments. Therefore, Femella has agreed to acquire Femella brand for a consideration of Rs. 2,75,00,000/- (Rs. Two Crores Seventy Five Lacs only) as per Valuation Report dated March 25, 2016 of VGrow Advisors Pvt. Ltd, New Delhi.

The Board of Directors is satisfied that it would be in the best interest of the Company to assign 'Femella' Trademark by way of transfer/sale to Femella Fashions Limited as referred to in the Special Resolution. The Board of Directors of the Company

accordingly recommends the Special Resolution for approval by the members.

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.

Item No.8

It is proposed to convert the outstanding loan amount of Femella Fashions Ltd. at such premium as may be mutually decided with Femella Fashions Ltd. as it will be beneficial for the Company as Femella is a growing Company.

The Board of Directors of the Company accordingly recommends the Special Resolution for approval by the members.

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.

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the Directors seeking appointment/re-appointment in the AGM.

Name of the Director	Kavya Arora
DIN	02794500
Date of Birth	15/09/1987
Date of Appointment	31/10/2011
Expertise in specific functional area	He has more than 10 years of experience in the Business Management.
No. of Shares in the Company	10,16,334
Qualification	Bachelor of Business Administration.
Directorships held in other companies	<ol style="list-style-type: none"> 1. Ritesh Properties And Industries Limited. 2. Ritesh Spinning Mills Limited. 3. H B Fibres Limited. 4. K P Advisors (Realty) Private Limited. 5. Ritesh Impex Pvt Ltd. 6. Femella Fashions Limited
Position held in Mandatory committees of other companies	Nil
Relationship with other Directors	Sh. Sanjeev Arora (Father)

By Order of the Board
For Ritesh Properties and Industries Limited

Place : New Delhi sd/-
Dated : 30.05.2016 (Sanjeev Arora)

Chairman-Cum-Managing Director
DIN: 00077748

Hampton Court Business Park,
NH 95, LDH-CHD Road,
Ludhiana-141123

Venue of AGM
Ritesh Properties and Industries limited

M.L.Bhartia Auditorium
Alliance Francaise de Delhi,
72, Lodhi Estate, New Delhi

Max Muller Marg

Lodhi Road

Lodhi Road

RITESH PROPERTIES AND INDUSTRIES LIMITED

Regd. Office: 11/5B,Pusa Road, New Delhi-110060

CIN: L74899DL1987PLC27050

ATTENDANCE SLIP

Member's Folio No. :
Client ID No. :
DP ID No. :
Name of the Member :
Name of Proxy holder :
No of shares held :

I hereby record my presence at the 29th Annual General Meeting of the Company held on Wednesday, 13th day of July ,2016 at 11.00 a.m.at M.L.Bharita Auditorium, Alliance Francaise de Delhi,Indo-French Cultural Centre, 72, Lodi Estate, New Delhi 110003

Signature of Member/Proxy

NOTES :

- 1. **Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.**

NO GIFTS/COUPONS SHALL BE DISTRIBUTED AT THE MEETING

----- CUT HERE -----

RITESH PROPERTIES AND INDUSTRIES LIMITED

Regd. Office: 11/5B,Pusa Road, New Delhi-110060

CIN: L74899DL1987PLC27050

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :

Registered address:

E-mail Id:

Folio No./Client Id :

DP ID :

I/We, being the Member (s) ofsha res of the above named company, hereby appoint

Name:..... Address :

E-mail Id:.....Signature:.....,or failing him

Name:.....Address :

E-mail Id:.....Signature:.....or failing him

Name:..... Address :

E-mail Id:.....Signature:.....

as my/our proxy to a(end and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the company, to be held on Wednesday, July 13th, 2016 at 11.00 a.m. at M.L.Bharita Auditorium, Alliance Francaise de Delhi, Indo-French Cultural Centre,72, Lodi Estate, New Delhi 110003 and at any adjournment thereof in respect of such resolution as are indicated below:





CUT HERE



Resolution No.	Resolution	For	Against
1.	To receive, consider and adopt Audited Financial Statements along with reports of the Board Directors and Auditors there on for the financial year ended March 31, 2016.		
2.	To appoint a Director in place of Sh. Kavya Arora (DIN 02794500), who retires and being eligible, offers himself for re-appointment as an Executive Director.		
3.	Appointment of Statutory Auditor and fixing their remuneration.		
4.	Increase in Remuneration of Sh. Sanjeev Arora (DIN 00077748) as a Chairman-Cum-Managing Director.		
5.	Increase in remuneration of Sh. Kavya Arora (DIN 02794500) as an Executive Director.		
6.	Increase in remuneration of Sh. Roop Kishore Fatehpuriya, (DIN 00887774) as an Executive Director.		
7.	To sell the "Femella" Brand to Femella Fashions Limited.		
8.	To convert loan into equity shares of Femella Fashions Limited.		

Signature of shareholder :

Signed this day of 2016

Affix
Revenue
Stamp

Signature of Proxy holder(s) :

.....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the Commencement of the Meeting.