



Dated: June 26, 2023

The Manager
BSE Limited
Department of Corporate Services Floor 25,
P. J. Towers, Dalal Street
Mumbai - 400 001
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BSE Scrip Code: 526407

Sub: Voting Results of the Postal Ballot through remote e-voting process along with Scrutinizer's report

Dear Sir/ Madam,

In furtherance to our earlier intimation dated May 25, 2023 regarding the notice of Postal Ballot and commencement of the remote voting thereon, for the purpose of the special businesses as mentioned below, please find enclosed the voting results along with the Scrutinizer's report dated June 26, 2023, as per Section 108, 110 of the Companies Act, 2013 and the Rules framed thereunder read with the Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time.

- 1) Alteration in Objects Clause of the Memorandum of Association.
- 2) Approval of material related party transactions under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Based on the Scrutinizer's report, it is hereby informed that all the resolutions mentioned in the Notice of the Postal Ballot dated May 04, 2023 have been passed with requisite majority.

The aforesaid documents are also being made available on the website of the Company at www.riteshindustries.us

The above is for your information and record.

Thanking You,
Yours Faithfully,
For Ritesh Properties and Industries Limited

Tarandeep Kaur
Company Secretary

Encl: As Above

SCRUTINIZER REPORT

POSTAL BALLOT THROUGH REMOTE E-VOTING OF RITESH PROPERTIES AND INDUSTRIES LIMITED

**The Chairman,
Ritesh Properties & Industries Limited
11/5 B, 1st Floor, Pusa Road,
New Delhi 110005**

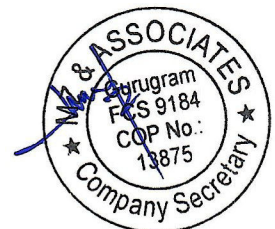
Subject: Scrutinizer's Report on Postal Ballot Remote E-Voting Process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time.

Dear Sir,

We MZ & Associates, Firm of Company Secretaries, Gurugram had been appointed as Scrutinizer by the Board of Directors of Ritesh Properties and Industries Limited ("the Company") for the purpose of scrutinizing the Postal Ballot voting conducted by way of e-voting process ("e-voting") in a fair and transparent manner on the resolutions contained in the postal ballot notice dated 04th May, 2023 ("Notice") issued pursuant to Section 110 read with Section 108 and other applicable provisions. If any, of the Companies Act, 2013, Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Regulations & Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed by Ministry of Corporate Affairs (MCA) vide its General circular No. 14/2020 dated 08th April, 2020; 03/2022 dated 05th May, 2022 and 11/2022 dated December 28, 2022 in relation to extension of the framework provided in the aforesaid circulars upto September 30, 2023 (hereinafter collectively referred to as "Circulars"), (collectively referred to as "Applicable Circulars") allowing the companies to hold general meetings/conduct the Postal Ballot process through electronic means (e-voting) only.

The Board of Directors of Ritesh Properties & Industries Limited ('the Company') have vide resolution passed on 04th May, 2023 decided to conduct the process of voting through Postal Ballot as required under the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time on the Special and Ordinary Resolutions as set out in the Postal Ballot Notice dated 04th May, 2023 for obtaining the approval of members of the Company in respect of the following resolutions:

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Reference to the Companies Act, 2013/LODR Regulations	Type and Description of the resolution
<p>Section 4 and 13 of the Companies Act, 2013 and Rules made thereunder</p>	<p>Special Resolution:</p> <p>Alteration in Objects Clause of the Memorandum of Association</p> <p>To consider, and if thought fit, to pass the following resolution, as a Special Resolution:</p> <p>“RESOLVED THAT pursuant to the provisions of Section 4, Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to all necessary approvals, consents, permissions and/or sanctions as may be required or advised by any appropriate authority(ies), the consent of the members be and is hereby accorded for effecting the alteration in the existing Object Clause of the Memorandum of Association (the “MoA”) of the Company by inserting the following as sub-clause 10 in Clause III A of the MoA:</p> <p><i>“To carry on the business of manufacture, import, export, alter, convert, modify, buy, sell, or otherwise deal in any other manner, in electronic systems and devices such as, including but not limited to, computers, laptops, computer parts, office stationaries, printers, type writers, data processing equipment, gadgets including mobile phones, telephone or video conference devices, products and to develop, design and sell or to do all and anything required in relation to the aforesaid business.”</i></p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company (the “Board” which term shall be deemed to include its committees also) or any officer(s) so authorized by the Board, be and are hereby authorized to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by any appropriate authority(ies) without requiring the Board to secure any further consent or approval of the members of the Company; and that the members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same.</p>

MIZ & ASSOCIATES, Company Secretaries



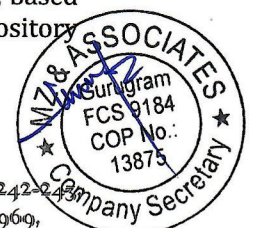
<p>Regulation 23 of SEBI LODR Regulation and Rules made thereunder</p>	<p>Ordinary Resolution:</p> <p>Approval of material related party transactions under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015</p> <p>To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:</p> <p>“RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable provisions, if any of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (“Listing Regulations”), and other applicable provisions of the Companies Act, 2013 (“Act”), to the extent applicable, and rules made thereunder, and other applicable laws, if any, including statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be notified from time to time, the consent of members of the company be and is hereby accorded to enter into contract(s)/ arrangement(s)/ transaction(s) with Findoc Finvest Private Limited, for availing loan not exceeding INR 100 crore, on such terms and at such conditions as may mutually be agreed upon, in one or more tranches, at arm's length basis and in the ordinary course of business, notwithstanding that such transactions may exceed 10% of the annual consolidated turnover of the Company in any particular financial year or such other threshold limits as may be specified by the Listing Regulations and the Act from time to time.</p> <p>RESOLVED FURTHER THAT all the directors of the Company and/or Company Secretary and/or any person authorized by the Board, be and are hereby jointly/ severally authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.</p> <p>RESOLVED FURTHER THAT all actions taken by the Audit Committee and Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”</p>
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The Company had provided the facility of voting through electronic means as required under the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of the Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The management of the Company is responsible to ensure the compliance with the provisions of the Companies Act, 2013 and Rules relating to voting through Postal Ballot and electronic means on the Resolutions contained in the notice of Postal Ballot. Our responsibility as a Scrutinizer for the postal ballot voting process and remote e-Voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and provide a Scrutinizers Report of the Votes cast “in favour” or “against” the resolution stated above, based on the reports generated from the remote e-Voting system provided by the Central Depository

MZ& ASSOCIATES, Company Secretaries

Peer Review Firm: P2014DE40000-757/2020, Address: Business Centre, AIHP Palms, Plot No. 242-243, Udyog Vihar, Phase IV, Gurugram, Haryana – 122015, Telephone No: - +91244140022, 4222969, Website: www.mycompliances.com, Email: associates.mza@gmail.com



Services (India) Limited ("CDSL"), the authorised agency to provide e-Voting facilities, engaged by the Company.

The Postal Ballot Notice dated 04th May, 2023 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 was sent to the 4,693 (Four Thousand Six Hundred Ninety Three) shareholders of the Company on or before 19th May, 2023 through permitted mode & E-mails.

The members of the Company holding the shares as on 19th May, 2023 ("**cut-off date**") were entitled to vote on the Ordinary Resolutions proposed as set out in the Postal Ballot Notice.

In this regards, we submit our report as under:

1. The Company has provided facility of casting vote to the members of the Company through postal ballot process and also through electronic means.
2. The Company had followed the process as required under Rule 20 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time in respect of providing voting through postal ballot and electronic means.
3. Pursuant to Rule 20(4)(v) of the Companies (Management and Administration) Amendment Rules, 2015, the Company also released an advertisement, which was published on Friday, the May 26, 2023 in Business Standard (English Newspaper) and Business Standard (Hindi Newspaper). The Notice published in the newspaper carried the required information as specified in the Rule 20(4)(v) (a) to (h).
4. The Postal Ballot forms were kept in my safe custody. ***N.A as there were no physical ballots received by the company as the communication of the assent or dissent of the members took place through the remote e-voting system only.***
5. The remote e-Voting period remained open from Friday 26th May, 2023 (9.00 A.M. IST) and ends on Saturday 24th June, 2023 (5.00 P.M. IST).
6. At the end of e-Voting period, we have unblocked the electronic votes in the presence of two witnesses who are not in employment of the Company.
7. The details containing the list of shareholders who voted "FOR" or "AGAINST" the resolution put to vote were downloaded from the e-Voting website of CDSL i.e. <https://www.evoting.india.com/>
8. We have scrutinized the votes cast through electronic means for the purpose of this report.
9. The particulars of all the electronic votes cast by the members through remote e-Voting process have been recorded in a register separately maintained for the purpose.
10. We did not find any defaced or mutilated ballot paper(s). ***N.A as there were no physical ballot received by the company as the communication of the assent or dissent of the members took place through the remote e-voting system only***

MIZ & ASSOCIATES, *Company Secretaries*

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11. The shareholders exercised their voting either by e-Voting or ballot paper. There were NIL shareholders who opted for both the facilities, the votes cast through e-voting have been considered as valid.

12. A Summary of the postal ballot process (including Remote e-Voting) is as under:

Item No 1.

Special Resolution: Alteration in objects clause of the Memorandum of Association

(a) Consolidated details of the Postal Ballot/Remote e-Voting Process:

Sr. No.	Particulars	No. of members	No. of Votes Cast	% of the total Votes Cast
1	Total Votes Cast	92	17,48,06,464	100
2	Less: Invalid Votes cast	0	0	0
3	Total Valid Votes Cast	92	17,48,06,464	100
4	Valid Votes "in favour " of the resolution	80	17,48,02,294	99.998
5	Valid Votes "against" the resolution	12	4,170	0.002

(b) Break up of Remote e-Voting process:

(i) Votes in favour of the resolution

Type of Voting	Number of members voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	NA	NA	NA
Voting through Electronic means (E-Voting)	80	17,48,02,294	99.998
Total	80	17,48,02,294	99.998

(ii) Votes against the resolution

Type of Voting	Number of members voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	NA	NA	NA
Voting through Electronic means (Remote E-Voting)	12	4,170	0.002
Total	12	4,170	0.002

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(iii) **Invalid votes**

Type of Voting	Total number of members whose votes were declared Invalid	Total Number of votes cast by them
Voting through physical postal Ballot	NA	NA
Voting through Electronic means (Remote E-Voting)	Nil	Nil
Total	Nil	Nil

RECOMMENDATION: The Resolution should be considered passed as a Special Resolution having secured the requisite majority of votes and, therefore be Accepted. You may accordingly declare the Result of the voting by Postal Ballot including Remote e-Voting.

Item No 2.

Ordinary Resolution: Approval of material related party transactions under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(a) Consolidated details of the Postal Ballot/Remote e-Voting Process:

Sr. No.	Particulars	No. of members	No. of Votes Cast	% of the total Votes Cast
1	Total Votes Cast	92	17,48,06,464	100
2	Less: Invalid Votes cast	9	17,47,28,240	99.995
3	Total Valid Votes Cast	83	78,224	100
4	Valid Votes "in favour" of the resolution	69	60,225	76.990
5	Valid Votes "against" the resolution	14	17,999	23.010

(b) Break up of Remote e-Voting process:

(i) Votes in favour of the resolution

Type of Voting	Number of members voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	NA	NA	NA
Voting through Electronic means (E-Voting)	69	60,225	76.990
Total	69	60,225	76.990

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(ii) Votes **against** the resolution

Type of Voting	Number of members voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	NA	NA	NA
Voting through Electronic means (Remote E-Voting)	14	17,999	23.010
Total	14	17,999	23.010

(iii) Invalid votes

Type of Voting	Total number of members whose votes were declared Invalid	Total Number of votes cast by them
Voting through physical postal Ballot	NA	NA
Voting through Electronic means (Remote E-Voting)	9	17,47,28,240
Total	9	17,47,28,240

**All Promoters/Promoter Group being interested party in Resolution No. 2 pursuant to Regulation 23 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Hence, the Votes cast by Promoters/Promoter Group through Remote E-Voting will be considered Invalid for this Resolution.*

RECOMMENDATION: The Resolution should be considered passed as an Ordinary Resolution having secured the requisite majority of votes and, therefore be Accepted. You may accordingly declare the Result of the voting by Postal Ballot including Remote e-Voting.

Thanking you
Yours faithfully,

For MZ & Associates
Company Secretaries

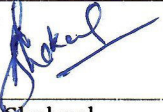



Membership No.: FCS 9184
CP No.: 13875
UDIN: F009184E000503216

Place: Gurugram
Date: 26th June, 2023

MZ & ASSOCIATES, Company Secretaries

We the undersigned witness that the votes were unblocked from the e-Voting website of Central Depository Services (India) Limited ("CDSL") - <https://www.evoting.india.com/> in our presence at 05:42 P.M. on 24th June, 2023 at the office of the Scrutiniser.

Signature 	Signature 
Mr. Athar Shakeel Address: 303, 3 rd Floor, Orchid Grand, Sector-N, Aliganj, Lucknow, Uttar Pradesh 2260024	Mr. Akchhat Srivastav Address: 303, 3 rd Floor, Orchid Grand, Sector-N, Aliganj, Lucknow, Uttar Pradesh 2260024



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