

## **RITMAN INFRA LIMITED**

**Regd. Office: Ritman House, 14 Syed Amir Ali Avenue, Kolkata- 700 017, W.B., India**

**Tel. +91 33 4000 1899 ; Fax: +91 33 4000 1898**

**E-mail: [info@ritman.co.in](mailto:info@ritman.co.in); Website: [www.ritman.co.in](http://www.ritman.co.in)**

**CIN: L70109WB1981PLC033662**

### **NOTICE OF POSTAL BALLOT**

#### **Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014.**

Dear Shareholders,

Notice is hereby given pursuant to section 110 of Companies Act, 2013 read with rule 22 of Companies (Management and Administration) Rules, 2014 and Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended ("SEBI Delisting Regulations"), Securities and Exchange Board of India (Listing obligations and Disclosures Requirement) Regulations, 2015, that the draft resolution set out below is proposed to be passed by Postal Ballot as a special resolution.

Accordingly, the draft resolution and the explanatory statement pursuant to Section 102 of the Act are being sent along with a Postal Ballot form, to all the members physically and, in addition, through e-mail to all members who has a registered e-mail Id, for consideration and consent.

As required under the provisions of Section 108, 110 and other applicable provisions, if any of the Act and the rules as applicable in that regard and regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing e-voting facility as an alternative to sending the physical Postal Ballot Form and has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide the e-voting facility. Accordingly, instead of running Postal Ballot Form, members may choose to cast their vote electronically through the CDSL e-voting platform. Instructions on E-voting are enumerated as part of the Notice.

The Company has appointed Ms. Neelam Bansal of M/s. Neelam Bansal & Associates, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed in the Postal ballot form (annexed hereto) and return the form duly completed in the attached self-addressed postage prepaid envelope, so as to reach the Scrutinizer at Ritman House, 14 Syed Amir Ali Avenue, Kolkata- 700 017, W.B., India before the closing of working hours on 5.00 p.m. of 2<sup>nd</sup> November, 2018. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the Scrutiny. The Result of the voting by Postal Ballot will be announced on 3<sup>rd</sup> November, 2018 at the registered office of the Company at Ritman House, 14 Syed Amir Ali Avenue, Kolkata- 700 017, W.B., India. The Result and the report of Scrutinizer on the postal ballot shall be communicated to the Metropolitan Stock Exchange of India Limited and Calcutta Stock Exchange Limited where the Equity shares of the Company are listed and will also be displayed on the Company's Website at [www.ritman.co.in](http://www.ritman.co.in). The Resolutions, if approved, will be taken as passed effectively on the date of declaration of result i.e. 3<sup>rd</sup> November, 2018.

The said notice of Postal ballot and ballot form has also been placed on the Company's website viz [www.ritman.co.in](http://www.ritman.co.in) for perusal by the Members.

1. **VOLUNTARY DELISTING OF EQUITY SHARES OF THE COMPANY FROM THE METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED (MSEI) AND CALCUTTA STOCK EXCHANGE LIMITED (CSE):**

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

**"RESOLVED THAT** subject to the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the rules framed there under), the Securities Contract (Regulation) Act, 1956 and the rules framed there under, the Listing Agreements with the Metropolitan Stock Exchange of India Limited ("MSEI") and The Calcutta Stock Exchange Limited ("CSE"), applicable provisions of the Securities and Exchange Board of India (Listing obligation and Disclosures Requirements) Regulations, 2015, The Securities And Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 as amended, and subject to such approvals, permissions and sanctions, as may be necessary, and subject to compliance with other statutory formalities and subject to such conditions and modifications as may be prescribed or imposed by any authority including Securities and Exchange Board of India, Reserve Bank of India, MSEI, CSE, etc. while granting such approvals, permissions or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board") or persons authorized by the Board, the consent of the shareholders of the Company be and is hereby accorded to the Board to voluntarily delist the equity shares of the Company from all the Stock Exchanges where the equity shares of the Company are presently listed i.e MSEI and CSE, the only stock exchanges where the shares of the Company are presently listed.

**RESOLVED FURTHER THAT** the Board of Directors / persons authorized by the Board of Directors be and are hereby authorized severally or jointly on behalf of the Company to do all such acts, deeds, matters and things which they may consider proper and desirable to give effect to the aforesaid resolution, including making applications to the Stock Exchanges seeking their in principle and final approval for the proposed voluntary delisting of the equity shares of the Company, which it may consider proper and desirable and settle any question, difficulties or doubts that may arise in regard to delisting of the equity shares of the Company from the Stock Exchanges.

**RESOLVED FURTHER THAT** a certify true copy of the resolution may be given to the concerned authority(ies), Party(ies), Department(s) etc."

For **RITMAN INFRA LIMITED**

SD/-

**PARAG MAJMUDAR**

**DIRECTOR**

**DIN: 00619716**

**Address: 224A, ACHARYA JAGDISH CHANDRA BOSE ROAD**

**CIRCUS AVENUE**

**KOLKATA 700017 WB IN**

**Place: Kolkata**

**Date: 26<sup>th</sup> September, 2018**

## **NOTES:**

1. The Explanatory statement for the proposed resolution under Item No.1 pursuant to section 102 of the Companies Act, 2013 read with section 110 of the Companies Act, 2013 setting out material facts are annexed herewith.
2. The Company has appointed Ms. Neelam Bansal of M/s. Neelam Bansal & Associates, as Scrutinizer for conducting the postal ballot process, in a fair and transparent manner.
3. The Notice is being sent to all the members, whose names appear in the Register of members of the Company on dated 21<sup>st</sup> September, 2018.
4. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies(Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating e-voting in order to enable the members to cast their votes electronically instead of dispatching postal ballot form.

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

### **ITEM NO. 1:**

The equity shares of Ritman Infra Ltd. (RITMAN) are presently listed on the Metropolitan Stock Exchange of India Limited (MSEI) and Calcutta Stock Exchange Limited ('CSE'). The Promoters / Promoter Group of the Company collectively hold 23,44,000 equity shares of the Company (representing 73.42 % of the paid-up equity share capital of RITMAN) and the balance 8,48,500 equity shares are held by the public shareholders (representing 26.58 % of the paid-up equity share capital of RITMAN). The Company received a letter from M/s Ritman Commercial Pvt Ltd and M/s Ritman Concrete Pvt Ltd being constituent of the Promoter and Promoter Group of the Company ('Acquirers') proposing to make a voluntary delisting offer to the public shareholder with a view to delist the equity shares of the Company from both the Stock Exchanges.

The objective of the Delisting Proposal as stated by the Acquirers in the requisition letter is (i) to obtain full ownership of RITMAN, which will provide the Promoter/ Promoter Group with increased operational flexibility to support RITMAN's business, (ii) to provide an exit opportunity to the Public Shareholders. In this respect, the Acquirers have expressed their interest to the Board of Directors of RITMAN to make a voluntary delisting of the equity shares of the Company from the Stock Exchanges and also to provide an exit opportunity to all the public shareholders in compliance with the provisions of the SEBI (Delisting of Equity Shares) Regulations, 2009 as amended.

In terms of Regulation 8(1)(b) of the Securities And Exchange Board of India (Delisting of Equity Shares) Regulations 2009, as amended read with the provisions of the Companies Act, 2013 and rules made thereunder, the delisting proposal requires the prior approval of the shareholders of RITMAN by way of a special resolution passed through postal ballot / e-voting.

Further, as per Regulation 8(1)(b) of the Securities And Exchange Board of India (Delisting of Equity Shares) Regulations 2009, as amended, the special resolution passed by the shareholders shall be acted upon if and only if the votes cast by public shareholders in favour of the delisting proposal amount to at least two times the number of votes cast by public shareholders against it.

Accordingly, the approval of the shareholders is being sought by passing a Special Resolution for delisting of the Company's equity shares from the Stock Exchanges in accordance with the provisions of Securities And Exchange Board of India (Delisting of Equity Shares) Regulations 2009, as amended. Your Directors recommend the Special Resolution for approval of the shareholders.

None of the Directors of the Company, the Key Managerial Personnel and their relatives is, in any way, concerned or interested in the resolution except to the extent of their shareholding / shareholding of their associates in the Company.

For **RITMAN INFRA LIMITED**

**SD/-**

**PARAG MAJMUDAR**

**DIRECTOR**

**DIN: 00619716**

**Address: 224A, ACHARYA JAGDISH CHANDRA BOSE ROAD**

**CIRCUS AVENUE**

**KOLKATA 700017 WB IN**

**Place: Kolkata**

**Date: 26<sup>th</sup> September, 2018**

## INSTRUCTIONS

### 1. Further, the instructions for e-voting are as under:

- (i) The voting period begins on 4<sup>th</sup> October, 2018 at 9.30 a.m. and ends on 2<sup>nd</sup> November, 2018 at 5.00 p.m. During this period, shareholders of the Company holding shares, as on the cut-off date (record date) of 21<sup>st</sup> September, 2018 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on earlier voting of any company, then your existing password is to be used.
- (vii) If you are first time user, follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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 last 8 digits of the sequence number in the PAN field.</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>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company, please enter the member id / folio no. in the Dividend Bank details field as mentioned in instruction (iv).</li></ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for **RITMAN INFRA LIMITED**.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(xviii) 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](http://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](mailto: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 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.

**In case of members receiving the physical copy:**

- (a) Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.
- (b) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- (c) The e-voting period commences on 4<sup>th</sup> October, 2018 (9:30 am) and ends on 2<sup>nd</sup> November, 2018 (5:00 pm). During this period shareholders' of the Company, as on the cut-off date (record date) of 21<sup>st</sup> September, 2018 may cast their vote electronically. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (d) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 21<sup>st</sup> September, 2018.

- (e) Ms. Neelam Bansal of M/s. Neelam Bansal & Associates has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - (f) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman / Managing Director of the Company.
  - (g) The Results of e-voting and postal ballot form shall be aggregated and declared by the Chairman / Managing Director of the Company or by any other person duly authorized in this regard. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.ritman.co.in](http://www.ritman.co.in) and on the website of CDSL within two(2) days of passing of the resolutions and communicated to the Metropolitan Stock Exchange of India Limited and Calcutta Stock Exchange Limited.
2. Kindly note that Shareholders can opt only one mode of voting, i.e. either by physical ballot or E-Voting. If Members are opting for e-voting, then do not vote by physical ballot also and vice versa.
  3. Shareholders are requested to carefully read the instructions printed in the Postal ballot form and return the form duly completed in the attached self -addressed postage prepaid envelope, so as to reach the Scrutinizer at Ritman House, 14 Syed Amir Ali Avenue, Kolkata- 700 017, W.B., India before 5.00 p.m. on 2<sup>nd</sup> November, 2018. Please note that Postal Ballot Form(s) received after the said date will be treated as not having been received.
  4. Shareholders who have received Postal ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal ballot Form sent along with the email or download from the 'Investor' page on the website of the Company [www.ritman.co.in](http://www.ritman.co.in).
  5. In case, shares are jointly held, the postal ballot form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his/her absence, by the next named Member.
  6. In case of shares held by Companies, trusts, societies, etc. the duly completed postal ballot form should be accompanied by a certified copy of the Board Resolution/authority letter together with attested specimen (s) of the duly authorized signatory/ies, giving requisite authority to the person voting on the Postal ballot Form.
  7. A tick (√) should be placed in the relevant box signifying assent/dissent for the resolution, as the case may be, before mailing the Postal ballot Form.
  8. The Vote in this postal ballot cannot be exercised through Proxy.
  9. The Scrutinizer's decision on the validity or otherwise of the Postal Ballot /E-Voting will be final.

The Results of E-Voting and postal ballot form shall be aggregated and declared by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's report shall be placed on the Company's website [www.ritman.co.in](http://www.ritman.co.in) and on the website of CDSL within two days of passing of the resolutions and communicated to the Stock Exchange.