

*Ref.*

L70109WB1981PLC033662

## NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty-Fourth Annual General Meeting (AGM) of the members of the Company will be held at its Registered Office at Ritman House, 14, Syed Amir Ali Avenue, Kolkata - 700017, on Monday, 28<sup>th</sup> September 2015 at 11:30 a.m. 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 March 31, 2015, including the audited balance sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the report of the directors and the Auditors thereon.
2. To appoint a Director in the place of Mr. Dinesh Majmudar (DIN: 06799208), who retires by rotation and being eligible, offers himself for reappointment.
3. Appointment of Auditors  
To ratify the appointment of auditors of the Company and to fix their remuneration and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution:  
RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and pursuant to resolution passed by the members at the AGM held on September 26, 2014, the appointment of M/s. Virendra Surana & Co., Chartered Accountants (Firm registration no. 319179E) as the auditors of the Company to hold office till the conclusion of the Thirty Sixth AGM to be held in the calendar year 2017 be and is hereby ratified at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.

### Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting and the proxy need not to be a member of the Company.
2. Corporate member intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The instrument appointing the proxy must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
4. Member / proxies are requested to bring their attendance slip along with their copy of annual report to the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and share transfer books of the Company will be closed from Tuesday, 22<sup>nd</sup> September 2015 to Monday, 28<sup>th</sup> September 2015 (both days inclusive).
7. The Register of Contracts, maintained under section 301 of the Companies Act, 1956, will be available for inspection by the members at the registered office of the Company.
8. Member whose shareholding is in the electronic mode are requested to inform change of address and updated of savings bank account details to their respective depository participants.
9. Members are requested to address all correspondence, to the Register and Share Transfer Agents, Maheshwari Datamatics Private Limited, 6, Mangoe Lane, 2<sup>nd</sup> Floor, Kolkata 700001, West Bengal, India.
10. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the clause 35B of the listing agreement, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below. Resolution(s) passed by Members through Ballot Forms or e-voting is / are deemed to have been passed as if they have been passed at the AGM.
12. Ms. Priti Bong, Chartered Accountant (Membership No. ACA 308263), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.



**RITMAN**  
LEADING THE GREEN EVOLUTION  
ISO 9001:2008 & 14001:2004 Certified  
OHSAS 18001:2007 Certified

# Ritman Infra Ltd.

Ritman House, 14, Syed Amir Ali Avenue, Kolkata – 700 017

Ph.: 033 4000 1899, Fax: 033 4000 1898

E mail: [info@ritman.co.in](mailto:info@ritman.co.in)

[www.ritman.co.in](http://www.ritman.co.in)

*Ref.*

L70109WB1981PLC033662

13. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
14. The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
15. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
16. The instructions for e-voting are as under:
  - (i) The voting period begins on 25.09.2015 at 9.00 A.M. and ends on 27.09.2015 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2015, may cast their vote 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) during the voting period.
  - (iii) Click on "Shareholders" tab.
  - (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, excluding the special characters.
    - (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 an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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 with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"><li>• Please Enter the DOB or Bank Account Number in order to Login.</li><li>• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above 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 the relevant "Ritman Infra Limited" on which you choose to vote.



**RITMAN**  
LEADING THE GREEN EVOLUTION  
ISO 9001:2008 & 14001:2004 Certified  
OHSAS 18001:2007 Certified

# Ritman Infra Ltd.

Ritman House, 14, Syed Amir Ali Avenue, Kolkata – 700 017

Ph.: 033 4000 1899, Fax: 033 4000 1898

E mail: [info@ritman.co.in](mailto:info@ritman.co.in)

[www.ritman.co.in](http://www.ritman.co.in)

*Ref.*

L70109WB1981PLC033662

- (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 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.
- (xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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 they have to create a compliance user which 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.
- (xix) 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).
- (xx) Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [info@ritman.co.in](mailto:info@ritman.co.in) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 27.09.2015, upto 5 P.M. without which the vote shall not be treated as valid.
- (xxi) 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 September 21, 2015.
- (xxii) The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of September 21, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- (xxiii) M/s. Priti Bong, Practicing Chartered Accountant, (Membership No. ACA 308263) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company, as the Scrutinizer for conducting this E-voting process in a fair and transparent manner.
- (xxiv) The results shall be declared by the Director of the Company at its Registered Office on 28.09.2015. The results declared alongwith the Scrutinizer’s Report shall be placed on the website of CDSL and will be communicated to the CSE.

By Order of the Board  
For **RITMAN INFRA LIMITED**

**Falguni Majmudar**  
Managing Director  
Dated: August 22, 2015