

NOTICE

NOTICE is hereby given that the **Fourth Annual General Meeting** of the Members of Ravinder Heights Limited (“the Company”) will be held on **Friday, September 29, 2023 at 11:00 A.M.** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:-
 - (a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the reports of the Board of Directors and the Auditors thereon;
 - (b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 including Auditors’ Report thereon.
2. To appoint a Director in place of **Ms. Radhika Jain (DIN: 03592238)** who retires by rotation and being eligible, offers herself for re-appointment, as a Director.

SPECIAL BUSINESS:

3. **To consider the Re-appointment of Mrs. Sunanda Jain, Chairperson cum Managing Director of the Company and in this regard, if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and pursuant to the provisions of Section 178, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as “the Act”), read with Schedule V to the Act, Regulation 17 of SEBI (LODR) Regulations 2018 and pursuant to the Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to re-appoint Mrs. Sunanda Jain (DIN: 03592692) as Chairman cum Managing Director-Key Managerial Personnel (“KMP”) of the Company w.e.f. 12th August, 2023 till 11th August, 2028 at a remuneration of Rs. 2,30,000/- (Rupee Two Lakhs Twenty Three Thousand only) per month in addition to the perquisite, allowance & benefits but not limited to the following:-

A. TERMS & CONDITIONS

1. **Medical Reimbursement** - Reimbursement of actual medical expenses incurred in India and/or abroad including hospitalisation, nursing home and surgical charges for self and family.
2. **Leave Travel Allowance** - Once a year for self & family as per rules of the Company.
3. **Insurance** - Company will provide Group Mediciam facility under Company’s Group Mediciam Policy as per Company rules.
4. **Club fees** - Membership fee of such clubs as may be considered appropriate including admission and life membership fee.
5. **Leave Encashment** - As per rules of the Company but not exceeding one month’s leave for every 11 months of service with right to accumulate upto 90 days.
6. **Conveyance** - The Company may provide two or more fully insured cars with driver and reimbursement of the operational expenses, one for discharge of official responsibilities by the Director and the other(s) at her residence for her personal use and that of her family members and business guests.

Ravinder Heights Ltd.

CIN: L70109PB2019PLC049331

Registered Office: SCO No. 71, First Floor, Royal Estate Complex, Zirakpur, Punjab 140603

Corporate Office: 7th Floor, DCM Building, 16 Barakhamba Rd. New Delhi 110001

T: +91 11 43639000 F: +91 11 43639015 E: info@ravinderheights.com W: www.ravinderheights.com

B. OTHER TERMS

1. Mrs. Sunanda Jain shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof and her office as director shall be liable to retire by rotation.
2. Minimum Remuneration - In the event of loss or inadequacy of profits in any financial year, the above remuneration by way of salary, commission, perquisites and other allowances payable to the above said Managing Director, being within the limits prescribed in Section II of Part II of Schedule V to the Companies Act, 2013, shall be payable as minimum remuneration.
3. Unless otherwise a shorter period is decided mutually between the Managing Director and the Board of Directors, the office as Managing Director may be terminated by either party by giving three (3) months' notice in writing, of such termination."

RESOLVED FURTHER THAT pursuant to the provisions of section 170 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule no. 17 of the Companies (Appointment and Qualification of Directors) Rules 2014, Mrs. Sunanda Jain, Chairman cum Managing Director-Key Managerial Personnel (KMP) be and is hereby authorized to do all such acts, deeds and things as may be required in relation to maintaining of the necessary register under the aforesaid section.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to file the necessary returns for the appointment with the Registrar of Companies, NCT of Delhi and Haryana and to do all such acts, things and deeds as may be necessary to give effect to the said resolution."

4. **To consider the Re-appointment of Mr. Sumit Jain, Whole Time Director of the Company and in this regard, if thought fit, to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company and pursuant to the provisions of Section 178, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "the Act"), read with Schedule V to the Act, Regulation 17 of SEBI (LODR) Regulations 2018 and pursuant to the Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to re-appoint Mr. Sumit Jain (DIN: 00014236), as Whole Time Director of the Company w.e.f. 12th August, 2023 till 11th August, 2028 without any remunerations on such terms & conditions as may be mutually decided by the Company.

RESOLVED FURTHER THAT pursuant to the provisions of section 170 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with rule no. 17 of the Companies (Appointment and Qualification of Directors) Rules 2014, Mr. Sumit Jain, Whole Time Director be and is hereby authorized to do all such acts, deeds and things as may be required in relation to maintaining of the necessary register under the aforesaid section.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to file the necessary returns for the appointment with the Registrar of Companies, NCT of Delhi and Haryana and to do all such acts, things and deeds as may be necessary to give effect to the said resolution."

**By order of the Board of Directors
For Ravinder Heights Limited**

**Place: New Delhi
Date: August 11, 2023**

**Sd/-
Sunanda Jain
Chairperson cum Managing Director
DIN: 03592692**

NOTES:

1. A statement pursuant to the provisions of Section 102 of the Act setting out material facts concerning Special Business set out in the Notice is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.
2. The Ministry of Corporate Affairs (“MCA”) in view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its General Circular No. 10/2022 dated 28 December 2022 read with General Circular No. 2/2022 dated 5 May 2022 read with General Circular No. 02/2021 dated 13 January 2021 read with General Circular No. 20/2020 dated 5 May 2020, General Circular No. 14/2020 dated 8 April 2020 and General Circular No. 17/2020 dated 13 April 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India, permitted the holding of the AGM through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circular and the relevant provisions of the Companies Act, 2013, (‘the Act’) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) and Circulars issued by SEBI, the 4th AGM of the Company is being held through VC/OAVM, The deemed venue for the AGM shall be the Registered Office of the Company viz. SCO No. 71, First Floor, Royal Estate Complex, Zirakpur, Mohali, Punjab-140603
3. Generally, a member entitled to attend and vote at 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. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members under Section 105 of the Act will not be available for the AGM. Since the AGM will be held through VC/OAVM facility, the Proxy Form, Attendance Slip and Route Map are not annexed hereto. However, in pursuance of Section 112 and 113 of the Act, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM on their behalf and participate thereat and cast their votes through remote e-voting.
4. In compliance with applicable provisions of the Act read with aforesaid applicable Circulars, the 4th AGM of the Company being conducted through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only
5. In accordance with the SS-2 read with Clarification/ Guidance on applicability of Secretarial Standards – 1 and 2 and amendments thereof dated April 15, 2020 and December 31, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
6. The Company has appointed Skyline Financial Services Pvt. Ltd., Registrar & Share Transfer Agent (“RTA”) of the Company to provide facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting at the AGM. The procedure for participating in the meeting through VC/OAVM is explained below.
7. All the documents referred to in the Notice and explanatory statement will be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 29, 2023. Members seeking to inspect such documents can send an e-mail to secretarial@ravinderheights.com .The Register of Members and Share Transfer Books will remain closed from September 22, 2023 (Friday) to September 29, 2023 (Friday) (both days inclusive) in connection with AGM.
8. The attendance of the Members (through members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and applicable Circulars the Company is providing facility of remote e-voting to its Members through National Securities Depository Limited (NSDL) on all the businesses/ resolutions set forth in this Notice.

1) **Dispatch of Notice of AGM and Annual Report through Electronic Mode**

- i) Pursuant to the aforesaid MCA Circulars and SEBI Circular in view of the prevailing situation and owing to the difficulties involved in dispatch of physical copies of the Notice of AGM and the Annual Report for the year 2022-23, the same are being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Therefore, Members, whose email address is not registered with the Company or with their respective Depository Participant(s), and who wish to receive the soft copy of Notice of the AGM and the Annual Report for the financial year 2022-23 and all other communications sent by the Company, from time to time, can get their email address registered by following the steps given below:
- (a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to Company's RTA at compliances@skylinerta.com or at Company's email address: investorgrievance@ravinderheights.com.
- (b) For the Members holding shares in demat form, please update your email address with your respective Depository Participant(s).
- ii) Members may also note that the Notice of the 4th AGM and the Annual Report for the financial year 2022-23 will also be available on the Company's website viz. www.ravinderheights.com and on the website of the Stock Exchanges where the equity shares of the Company are listed viz National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") at <https://www.nseindia.com> and <https://www.bseindia.com> , respectively. The notice will also be available on the website of NSDL at www.evoting.nsdl.com .
- iii) The Notice of AGM will be sent to those Members/ Beneficial Owners electronically, whose name will appear in the Register of Members/ List of beneficiaries received from the depositories as on Friday, September 01, 2023. A person who is not a member as on the cut-off date i.e. Saturday, September 23, 2023, should treat this Notice for information purposes only.
- iv) Any person who has acquired shares and become member of the Company after the dispatch of this Notice and holding shares as on the cut-off date i.e. Saturday, September 23, 2023, may obtain electronic copy of Notice of AGM and the Annual Report by sending a request to the Company or Company's RTA.

The Register of Members and the Share Transfer Books of the Company will remain closed from September 22, 2023 to September 29, 2023 (both days inclusive) for the purpose of AGM. The cut-off date to determine the eligibility for the purpose of voting through electronic means in the AGM is Saturday, September 23, 2023.

2) **Procedure for Voting through Electronic Means (Remote e-Voting):**

- i) In compliance with Section 108 of the Act read with Rule 20 of the Companies((Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL) on resolutions proposed to be considered at the 4th AGM from a place other than venue of the AGM ('remote e-voting') as well as e-voting during the proceedings of the AGM through VC/OAVM ('e-voting at the AGM').
- ii) The remote e-voting period will commence on Tuesday, September 26, 2023 (from 09:00 a.m. IST) and end on Thursday, September 28, 2023 (upto 05:00 p.m. IST). During this period, members of the Company holding shares as on the cut-off date i.e. Saturday, September 23, 2023 may cast their votes electronically.

Cut-off date for remote e-voting	September 23, 2023
Remote E-voting start date	September 26, 2023 (from 09:00 a.m. IST)
Remote E-voting end date	September 28, 2023 (up to 05:00 p.m. IST)

The remote e-voting module shall forthwith be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. However, the facility for voting through electronic voting system will also be made available at the Meeting and members attending the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting.

- iii) Any person who has acquired shares and become member of the Company after electronic dispatch of Notice of the AGM but holding shares as on the cut-off date i.e. September 23, 2023 may obtain user ID and password for e-voting by sending a request to the Company’s RTA or NSDL.
- iv) A person who is not a member as on the cut-off date i.e. September 23, 2023 should treat this Notice for information purposes only.
- v) Members attending the meeting, through VC/OAVM Facility, who have not already casted their vote by remote e-voting shall be entitled to exercise their right to vote at the meeting. The members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting through VC/OAVM facility but shall not be entitled to cast their vote again.
- vi) The process/manner for availing remote e-voting facility and the instructions for members voting electronically are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to

	<p>enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click or registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

Step 1: How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> _ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- a) Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail gmadan1959@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
 - b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 - c) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in.
 - d) It is clarified that for permanent registration of email address, the shareholder is required to register his / her / its email address, in respect of electronic holdings with the Depository through the concerned Depository Participant and in respect of physical holdings with the Company’s RTA, by following due procedure.
 - e) Those shareholders who have already registered their email address are requested to keep their email addresses validated with their Depository Participants / the Company’s RTA, to enable servicing of notices / documents / Annual Reports etc. electronically to their email address in future.
8. Members may follow the same procedure for e-voting at the AGM as mentioned for remote e-voting. Only those Members who will be attending the AGM through VC / OAVM and have not casted their vote by remote e-voting, may exercise their voting rights at the AGM. Members who have already cast their vote by remote e-voting prior to the AGM may attend the AGM and their presence shall be counted for the purpose of quorum, but shall not be entitled to cast their vote again at the AGM. A Member can vote either by remote e-voting or by e-voting at the AGM. There will be no physical voting in the AGM.
 9. The voting rights of the members for remote e-voting and e-voting at the AGM shall be in proportion to the paid-up value of their shares in the total paid-up share capital of the Company carrying voting rights, as on the cut-off date, being September 23, 2023.
 10. All relevant documents referred to in the Notice of AGM and Explanatory Statement are available on website of the Company for inspection by the Members up to the date of AGM.
 11. Members desiring any additional information or having any question or query pertaining to the business to be transacted at the AGM are requested to write to the Company Secretary on the Company’s email address: secretarial@ravinderheights.com atleast seven (7) days in advance before the start of the meeting i.e. by September

22, 2023 by 05:00 p.m. IST from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number. The same will be replied by the Company suitably.

12. Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorgrievance@ravinderheights.com.
- ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investorgrievance@ravinderheights.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at earlier i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- iii. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- iv. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

13. **The Instructions for Members for E-Voting on the day of the EGM/AGM are as under:-**

- i) The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
- ii) Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
- iii) Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
- iv) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

14. **Instructions for Members for accessing and participating in the AGM through VC / OAVM Facility are as under:**

- i) Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- ii) The Company is providing VC / OAVM facility to its Members for attending & participating at the AGM and for which the Company has availed services of its RTA viz. Skyline Financial Services Pvt. Ltd. for providing facility of participation in the AGM through VC / OAVM Facility and e-voting at the AGM.
- iii) Members may join the AGM through VC / OAVM Facility by following the procedure as mentioned below. VC / OAVM Facility shall be kept open for the Members from 10:45 A.M. IST i.e. in 15 minutes before the

time scheduled to start the AGM and the Company may close the window for joining the VC / OAVM Facility in 15 minutes after the scheduled time to start the AGM.

- iv) Members may note that the VC / OAVM Facility will be available for 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.
 - v) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of name will be entitled to vote at the AGM.
 - vi) Members are encouraged to join the Meeting through laptops for better experience. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - vii) Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
 - viii) Members, who would like to express their views/ask questions during the Meeting, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company at its email address: info@ravinderheights.com 25th September, 2023 (9.00 a.m. IST) and 27th September, 2023 (5.00 p.m. IST).
 - ix) Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the Meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
 - x) Attendance of the Members participating in the AGM through VC / OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. Non-Resident Indian Members are requested to inform the Company's RTA immediately:
- a) the particulars of their Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number, if not furnished earlier.
 - b) any change in their residential status on return to India for permanent settlement.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
17. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic mode are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode can submit a self-attested copy of their PAN Card to the Company / RTA.
18. In all correspondence(s) with the Company / RTA, members are requested to quote their folio number and in case their shares are held in the dematerialised form, they must quote their DP ID and Client ID number for easy reference and speedy disposal thereof.

19. Pursuant to Section 72 of the Act, the members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH-13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 (which can be obtained from the Company's RTA) to the RTA of the Company. Members holding shares in demat form may contact their respective DPs for recording of nomination.
20. Mr. Girish Madan, Practicing Company Secretary (Membership No. FCS 5017), of M/s. Girish Madan & Associates has been appointed as the Scrutinizer to scrutinize the remote e-voting and e-voting at the AGM in a fair and transparent manner.
21. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and shall within 48 hours from the conclusion of the AGM, make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, and shall submit the same to the Chairperson of the AGM or a person authorized by him in writing, who shall countersign the same.
22. The results of the voting shall be declared after receipt of the consolidated scrutinizer's report either by Chairperson of the AGM or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the respective resolutions. The results so declared and the scrutinizer's report(s) shall be simultaneously placed on the Company's website (www.ravinderheights.com) and on the website of NSDL and shall also be communicated to BSE Limited and National Stock Exchange of India Limited. Further, the results of the voting shall also be displayed on the notice board of the Company at its Registered Office as well as Corporate Office.

By order of the Board of Directors
For Ravinder Heights Limited

Place: New Delhi
Date: August 11, 2023

Sd/-
Sunanda Jain
Chairperson cum Managing Director
DIN: 03592692

STATEMENT / EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

The following Statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 4 in the Notice:

Item No. 3

At the 1st Extra-Ordinary General Meeting of the Company held on August 17, 2020, Mrs. Sunanda Jain was appointed as Chairman cum Managing Director, Key Managerial Personnel (DIN: 03592692) for a period of 3 (three) years effective from August 13, 2020 upto August 12, 2023.

The Board of Directors of the Company ("Board"), at its meeting held on August 11, 2023 has, subject to the approval of Members, Mrs. Sunanda Jain was re-appointed as the Chairman cum Managing Director ("KMP") of the Company for a further period of 5 (five) years w.e.f. 12th August, 2023 till 11th August, 2028 at a remuneration of Rs. 2,30,000/- (Rupee Two Lakhs Twenty Three Thousand only) per month in addition to the perquisite, allowance & benefits.

Mrs. Sunanda Jain, Chairman cum Managing Director of the Company is highly experienced and controls the affairs of the Company as a whole with the Board of Directors of the Company. She has knowledge and experience in real estate business and also involved in the strategic planning, vision and formulation of strategies of the Company. She has successfully and in a sustained way contributed significantly towards growth in performance of the Company.

The brief terms of re-appointment including remuneration of Mrs. Sunanda Jain, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors are provided in the resolution set out at Item No. 3 of this Notice.

Accordingly, this resolution seeks the approval of the members for the appointment of Mrs. Sunanda Jain as Chairman Cum Managing Director of the Company, as per the applicable provisions of the Companies Act, 2013 and rules made thereunder.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mrs. Sunanda Jain to whom this resolution relates and Mr. Sumit Jain & Mrs. Radhika Jain, being Son and Daughter of Mrs. Sunanda Jain and their relatives, are in any way concerned or interested in the Resolution as set out at Item no. 3 of this Notice.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

Item No. 4

At the 1st Extra-Ordinary General Meeting of the Company held on August 17, 2020, Mr. Sumit Jain was appointed as Whole Time Director (DIN: 00014236) for a period of 3 (three) years effective from August 13, 2020 upto August 12, 2023.

The Board of Directors of the Company ("Board"), at its meeting held on August 11, 2023 has, subject to the approval of Members, Mr. Sumit Jain was re-appointed as the Whole Time Director of the Company for a further period of 5 (five) years w.e.f. 12th August, 2023 till 11th August, 2028 without any remuneration.

Mr. Sumit Jain has a Post Graduate Diploma in Business Management. He is having substantial and rich experience of more than 15 years in the area of Management, Business Development, Finance and Corporate Administration. He has extensive experience in the real estate industry and is actively involved in business strategy, business development functions of the Company.

The brief terms of re-appointment of Mr. Sumit Jain, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors are provided in the resolution set out at Item No. 4 of this Notice.

Accordingly, this resolution seeks the approval of the members for the appointment of Mr. Sumit Jain as Whole Time Director of the Company, as per the applicable provisions of the Companies Act, 2013 and rules made thereunder.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Mr. Sumit Jain to whom this resolution relates and Mrs. Sunanda Jain & Mrs. Radhika Jain, being Mother and Sister of Mr. Sumit Jain and their relatives, are in any way concerned or interested in the Resolution as set out at Item no. 4 of this Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Members.

By order of the Board
For Ravinder Heights Limited

Place: New Delhi
Date: August 11, 2023

Sd/-
Sunanda Jain
Chairperson cum Managing Director
DIN: 03592692

Annexure to the Notice dated August 11, 2023 Details of Directors seeking re-appointment at the Meeting:

S. No.	Particulars	Details
1.	Name	Mrs. Sunanda Jain
2.	Designation	Chairperson cum Managing Director
3.	Director Identification Number (DIN)	03592692
4.	Date of Birth	November 24, 1961
5.	Age	62
6.	Qualification	Graduate in Arts
7.	Background and Experience Recognition or awards /Job profile and her suitability	Mrs. Sunanda Jain has served as a part of management team in various Companies. She has experience of around 10 years in management. She has knowledge and experience in real estate business. She is involved in the strategic planning, vision, and formulation of strategies for the Company.
8.	Remuneration sought to paid	Monthly Salary of Rs. 2,30,000/-
9.	Last Remuneration drawn	Monthly Salary of Rs. 2,30,000/-
10.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering the significant expertise of the Appointee in her respective areas and acknowledging the responsibilities shouldered by her, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar level counterpart(s) in other companies.
11.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.	Mrs. Sunanda Jain is holding 4,57,62,915 equity shares (74.71%) and 1,65,000 0.01% Compulsorily convertible and non-participating redeemable preference shares (100%). Also she is mother of Mr. Sumit Jain, Whole-time Director and Ms. Radhika Jain, Director of the Company.
12.	Date of first appointment on the Board	April 15, 2019 (Since Incorporation of the Company)
13.	Shareholding in the Company	i) 4,57,62,915 equity shares (74.71%) and ii) 1,65,000 0.01% Compulsorily convertible and non-participating redeemable preference shares (100%).
14.	Number of Meetings of the Board attended during the year 2022-23	Five out of Five Board Meetings
15.	Memberships / Chairmanships of Committees of the Board	Member in Stakeholders Relationship Committee of the Board

S. No.	Particulars	Details
1.	Name	Mr. Sumit Jain
2.	Designation	Whole Time Director
3.	Director Identification Number (DIN)	00014236
4.	Date of Birth	February 07, 1981
5.	Age	42
6.	Qualification	Post Graduate Diploma in Business Management
7.	Background and Experience Recognition or awards /Job profile and her suitability	Mr. Sumit Jain has served as a part of management team in various Companies. He is having a substantial and rich experience of 15 years in the area of Management, Business Development, Finance and Corporate Administration. In the

		opinion of the Board of Directors, Mr. Sumit Jain fulfils the conditions specified in the Companies Act, 2013 and the Rules made there under and his appointment will bring rich experience in managing the crucial matters of the Company.
8.	Remuneration sought to paid	Nil
9.	Last Remuneration drawn	Nil
10.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any.	Mr. Sumit Jain is holding Nil equity shares. Also he is son of Mrs. Sunanda Jain, Chairman Cum Managing Director and brother of Ms. Radhika Jain, Director of the Company.
11.	Date of first appointment on the Board	April 15, 2019 (Since Incorporation of the Company)
12.	Shareholding in the Company	Nil
13.	Number of Meetings of the Board attended during the year 2022-23	Four out of Five Board Meetings
14.	Memberships / Chairmanships of Committees of the Board	Member in Audit Committee of the Board