

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification and re-enactment(s) thereof for the time being in force), SEBI Listing Obligations and Disclosure Requirements (LODR) 2015 and the Listing agreement that the resolution appended to this notice is proposed to be passed by the members as Special resolution through postal ballot / electronic voting (Remote e-voting) in terms of Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 for Migration of Equity Shares to the Main Board of BSE Limited.

The proposed Special Resolution along with the Explanatory Statement pursuant to Section 102(1) of the Act setting out the material facts for the proposed resolution is appended along with a Postal Ballot Form for your action.

Members have the option to vote either by means of physical Postal Ballot or through e-voting.

- (a) **PHYSICAL POSTAL BALLOT:** Members desiring to exercise their vote by means of Physical Postal Ballot are requested to carefully read the instructions printed on overleaf of the Postal Ballot Form and return the same duly completed in the enclosed Self-Addressed Pre-Paid Business Reply Envelope so as to reach the company not later than 17.00 hours IST on Tuesday, June 4, 2019. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the members will also be accepted. The postal Ballot Forms may also be deposited personally at the address given on the business reply envelope. Irrespective of the option chosen, please note that postal ballot forms received after 17.00 hours IST on Tuesday, June 4, 2019 shall be considered invalid.
- (b) **REMOTE E VOTING:** Pursuant to Section 108 of the Act read with Rule 20 of the Companies Management and Administration Rules 2014 as amended from time to time, the Company is also providing remote e-voting facility for voting electronically on the resolution proposed in this Postal Ballot Notice. Members desiring to opt for remote e-voting as per the facilities arranged by the Company are requested to read the instructions in the notes to this notice under the section "Remote Voting through electronic means". References to postal ballot(s) in this notice include votes received electronically.

The Board of Directors of the company has appointed M/s. Amrish Gandhi & Associates, Practicing Company Secretary firm (Membership No. F8193- & COP No. 5656) as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.

Only members entitled to vote (Refer to Point 4 of the Notes attached with this notice) are entitled to fill in the Postal Ballot Form and send it to the scrutinizer (CS Amrish N. Gandhi) at their address at CS Amrish Gandhi, Amrish Gandhi & Associates, Practicing Company Secretary, 504, Shivalik Abaise, Opposite Shell Petrol Pump, Anandnagar Road, Satellite, Ahmedabad - 380 015, Contact No.: +91 - 79 - 4032 3014, before 17.00 hours IST on Tuesday, June 04, 2019 or vote through the remote e-voting facility offered by the Company.

The scrutinizer will submit the report to the Chairman or Managing Director after the completion of scrutiny of Postal Ballots received from members and the votes recorded through remote e-voting. The results of voting by means of Postal Ballot and Remote E-Voting will be announced on or before Wednesday, June 5, 2019 at the Registered Office of the Company and also by placing the same on the company's website - www.riddhicorporate.co.in and communicated on the same day to stock exchanges, depository, registrar and share transfer agents and Central Depository Services (India) Limited.

By order of the Board of Directors,
Riddhi Corporate Services Limited
Sd/-
Alpit Gor
Whole-Time Director
DIN 03041615

Place: Ahmedabad
Date: April 29, 2019

SPECIAL RESOLUTION**Resolution No. 1 - Migration of Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited:**

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

“RESOLVED THAT pursuant to provisions of Regulation 277 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and other applicable provisions, if any, of the Companies Act 2013, Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT any of the Directors of the Company or Company Secretary be and are hereby authorized jointly and/or severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT Directors of the Company be and are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

By order of the Board of Directors,
Riddhi Corporate Services Limited

Sd/-

Alpit Gor

Whole-Time Director

DIN 03041615

Place: Ahmedabad

Date: April 29, 2019

Notes:

1. Pursuant to Section 102(1) of the Companies Act 2013, an explanatory Statement setting out material facts relating to the proposed Special resolution is appended to this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing agreement entered with the Stock Exchanges, the Company is pleased to offer remote e-voting facility to all members of the Company. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting.
3. The members have an option to vote either through remote e-voting or through the physical Postal Ballot Form. If a member opts for remote e-voting, then he/she should not vote by physical Postal Ballot and vice-versa., In case members cast their vote, via physical Postal Ballot and remote e-voting, then voting through remote e-voting shall prevail and voting done by physical Postal Ballot shall be treated as invalid irrespective of whichever is done first.
4. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday, April 26, 2019 by post / courier and electronically by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on Friday, April 26, 2019.
5. The voting through Postal Ballot and remote e-voting will commence at 09.00 hours IST on Monday, May 06, 2019 and will end at 17.00 hours IST on Tuesday, June 04, 2019.
6. Members exercising their votes through the Postal Ballot Form should ensure that the duly completed form in all respects, should reach the Scrutinizer at their address at CS Amrish Gandhi, Amrish Gandhi & Associates, Practicing Company Secretary, 504, Shivalik Abaise, Opposite Shell Petrol Pump, Anandnagar Road, Satellite, Ahmedabad - 380 015, Contact No.: +91 - 79 - 4032 3014, before 17.00 hours IST on Tuesday, June 04, 2019. The Postal Ballot Forms received after the said date and time will be treated as not having been received.

7. Resolution approved by the members through Postal Ballots / remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.
8. The Board of Directors have appointed M/s. Amrish Gandhi & Associates, Practicing Company Secretary firm (Membership No. F8193- & COP No. 5656) as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize the completed Postal Ballot Forms from the members. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
9. The Resolution will be taken as passed effectively on the date of last date of receiving the duly completed Postal Ballot Forms or voting through remote e-voting i.e. Tuesday, June 04, 2019, if the result of the voting indicates that the requisite majority of the members have assented to the Resolution as required under Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. The result of the voting will be declared on or before Wednesday, June 5, 2019 at the Registered Office of the Company. The result of the voting will also be posted on the Company's website www.riddhicorporate.co.in besides communicating the same to the depository, registrar and share transfer agent and BSE Limited where the shares of the Company are listed.
10. The Postal Ballot form and the postage prepaid self-addressed business reply envelope are enclosed. Members are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard II on General Meeting)

ITEM NO. 1 - Migration of Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited

The Company's present paid up equity capital is Rs. 11,37,50,000/- divided in to 1,13,75,000 Equity Shares of Rs. 10/- each and also Market Capitalization of the Company on SME Platform of BSE Limited is more than Rs. 25 Crores as on date of this notice and hence the Company is eligible to be migrated to the Main Board as per the guidelines specified by SEBI and Stock Exchange. However, as on date of this notice, the Company has not completed two years since the equity shares of the Company are listed and traded on the SME platform of BSE Limited, but the Company will complete period of two years on June 21, 2019 and the Company shall then apply to the BSE Limited for Migration of its present listing from SME Platform to Main Board of BSE Limited, subject to approval of Shareholders.

Also listing on the Main Board of BSE Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. Moreover, trading of Equity Shares will happen for even 1 (One) Equity Share instead of trading in lot; i.e. present equity shareholders as well as proposed shareholders will get better leverage in trading of equity shares of the Company.

The members are therefore requested to accord their approval for the migration of the Company's present listing from SME Platform of BSE Limited to Main Board of BSE Limited as set out in the resolution.

Members may please note that in accordance with Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018; an issuer may migrate its specified securities to the main board of the stock exchanges if its shareholders approve such a migration by passing a special resolution through postal ballot to this effect, Provided that the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Pursuant to Section 102 of Companies Act, 2013, the Board or Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolutions, however in accordance with Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 votes casted by promoter and promoter group will not be considered for counting in the aforesaid resolution.

By order of the Board of Directors,
Riddhi Corporate Services Limited
Sd/-
Alpit Gor
Whole-Time Director
DIN 03041615

Place: Ahmedabad
Date: April 29, 2019

NOTES: INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS

1. PHYSICAL VOTING THROUGH POSTAL BALLOT

Members are requested to refer to the instructions mentioned in the Postal Ballot Form for exercising their vote in physical form.

2. VOTING THROUGH REMOTE E-VOTING

Members are requested to refer the below mentioned instructions for exercising their vote through remote e-voting.

SECTION A - REMOTE E-VOTING PROCESS

Step 1: Open your web browser during the voting period and log on to the e-Voting Website: www.evotingindia.com.

Step 2: Click on "shareholder" to cast your vote(S).

Step 3: Please enter User ID -

(a) For account holders in CDSL :- Your 16 digits beneficiary ID

(b) For account holders in NSDL :- Your 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

Step 4: Enter the Image Verification as displayed and Click on Login

Step 5: If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

Step 6: If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>For Demat shareholders: Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department.</p> <p>For physical shareholders, please use the first two letters of your name and the 8 digits of the sequence number in the PAN field.</p> <p>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.</p>
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> <p>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

Step 7: After entering these details appropriately, click on "SUBMIT" tab.

Step 8: First time user holding shares in Demat form will now, reach Password Generation menu wherein they are required to create their login password in the password field. Kindly note that this password can also be used by the Demat holders for voting for resolution 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.

If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

Members holding shares in physical form will then directly reach the Company selection screen. For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

Step 9: Click on the EVSN of the Company i.e. **Riddhi Corporate Services Limited** to vote.

Step 10: On the voting page, you will see Resolution description and against the same the option 'YES/NO' for voting. Select the relevant option as desired YES or NO and click on submit.

Step 11: Click on the Resolution File Link if you wish to view the Notice.

Step 12: 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.

Step 13: Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

Step 14: You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

Step 15: If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Step 16: Shareholders can also use Mobile app - "m - Voting" for e voting. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).

Step 17: Note for Non-Individual Shareholders and Custodians:

- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c. After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
- d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e. 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.

SECTION B - COMMENCEMENT OF REMOTE E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- a. The remote e-Voting period commences on 09.00 hours IST on Monday, May 06, 2019 and will end at 17.00 hours IST on Tuesday, June 04, 2019. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of i.e. Friday, April 26, 2019 may cast their vote electronically. The remote e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b. The voting rights of shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on Friday, April 26, 2019.
- c. Amrish N Gandhi, M/s. Amrish Gandhi & Associates, Practicing Company Secretary firm (Membership No. F8193- & COP No. 5656) has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner,
- d. The scrutinizer will submit the report to the Chairman or Managing Director after the completion of scrutiny of postal ballots and the votes recorded through e voting. The results of voting by means of postal ballot and e-voting will be announced on or before Wednesday, June 5, 2019 at the Registered Office of the Company and also by placing the same on the company's website -www.riddhicorporate.co.in and communicated on the same day to stock exchanges, depository, registrar and share transfer agents.

- e. The Scrutinizer's decision on the validity or otherwise of Postal Ballot / Remote E-Voting will be final.
 - f. For Members holding shares in physical form, the password and default number can be used only for remote e-Voting on the resolution given in the notice.
 - g. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
 - h. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
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