



RIDDHI CORPORATE SERVICES LIMITED

ISO 9001:2008 Certified

CIN No. L74140GJ2010PLC062548

NOTICE TO THE MEMBERS

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF MEMBERS OF RIDDHI CORPORATE SERVICES LIMITED WILL BE HELD ON, FRIDAY THE 21ST DAY OF DECEMBER, 2018 AT 01.00 P.M. AT REGISTERED OFFICE OF THE COMPANY AT 10 MILL OFFICERS COLONY, BEHIND OLD RBI, ASHRAM ROAD AHMEDABAD GJ 380009 IN to transact the following business:

1. INCREASE IN AUTHORIZED SHARE CAPITAL

To consider and, if thought fit, to pass with or without modification the following as ordinary resolution:-

"RESOLVED THAT pursuant to provisions of section 61 and other applicable provisions of Companies Act 2013, and rules framed there under consent of Board of Directors be and is hereby accorded subject to the approval of the shareholders of the Company at a General Meeting, to increase the authorized Share Capital of the Company be increased from Rs. 3,25,00,000/- (Rupees Three Crore Twenty Five Lakhs Only) divided into 32,50,000 (Thirty Two Lakhs Fifty Thousand) equity shares of Rs. 10/- each to Rs. 11,37,50,000/- (Rupees Eleven Crore Thirty Seven Lakhs Fifty Thousand Only) divided into 1,13,75,000 (One Crore Thirteen Lakhs Seventy Five Thousand) equity Shares Rs. 10/- each," the following shall be substituted:-

The Authorised Share Capital of the Company is Rs 11,37,50,000/- (Rupees (Rupees Eleven Crore Thirty Seven Lakhs Fifty Thousand Only) divided into 1,13,75,000 (One Crore Thirteen Lakhs Seventy Five Thousand) Equity Shares of 10/- each."

2. ISSUE OF BONUS SHARES

To consider and, if thought fit, to pass with or without modification the following as Special resolution:-

"RESOLVED THAT in accordance with Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to all other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules, circulars and notifications for the time being in force and subject to regulations/guidelines issued by the Securities and Exchange Board of India (SEBI) (as amended from time to time), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on recommendation of the Board of Directors (hereinafter referred to as 'the Board') and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent and the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company,



for capitalization of such sum standing to the credit of securities premium / free reserves of the Company as per the Audited Financial Statements of the Company, as may be considered necessary by the Board for the purpose of issue of Bonus Shares of Rs. 10/- (Rupees Ten only) each, credited as fully paid-up to the existing holders of the Equity Shares of the Company, whose names appear on the Register of Members maintained by the Company/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on record date as determined by the Board, in the proportion of 25 (Twenty Five) Bonus Equity Share of Rs. 10/- (Rupees Ten only) each, for every 10 (Ten) existing fully paid-up Equity Shares of Rs. 10/- (Rupees Ten only) each held by Member/ Beneficial Owner and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid- up capital of the Company.”

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank paripassu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.”



BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in blue ink, appearing to be 'Alpit Pravinchandra Gor'.

ALPIT PRAVINCHANDRA GOR
WHOLETIME DIRECTOR
DIN: 03041615

Date: - 29th November, 2018

Place: - Ahmedabad

Notes:

1. *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/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. In order to become valid, the proxy forms should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting. The proxy form is enclosed.*

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business Set out in the Notice is Annexed.

3. The Notice of Extra-ordinary General Meeting is being sent by Electronic mode only to all the members of the company as email addresses of all members of the company are registered with the company /Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. The notice is also available on the Company's Website <http://www.riddhicorporate.co.in/>

4. In case of Joint shareholders attending to Meeting, only such joint holder whose name appears first in the order of name will be entitled to vote.

5. Corporate members intending to send their authorised representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

6. The Register of Members and Share Transfer Books of the Company will remain closed from 15th December, 2018 to 21st December, 2018 (both date inclusive) for the purpose of Extra-Ordinary General Meeting of the Company.

7. The Company has appointed M/s. Purva Sharegistry (India) Pvt. Ltd., as its Registrars and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfers, demat request, change of address intimation and other communication in relation thereto with respect to shares in electronic and physical form should be addressed to the Registrars directly quoting Folio No., full name and name of the Company as RIDDHI CORPORATE SERVICES LIMITED.

8. Mr. Amrish N Gandhi, Practicing Company Secretary [Fellow Membership No. 8193] (and failing him Mr. Samsad A Khan, Practicing Company Secretary) [Membership No. 28719] has been appointed as the Scrutinizer to scrutinize the Extra-Ordinary General Meeting Process and voting Procedure in a fair and transparent manner.

9. Voting through electronic means:

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the above provisions.

The instruction for e-voting as under

SECTION A - 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:

6.1 Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.

For members who have not updated their PAN with the Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.

6.2 Enter the Date of Birth (DOB) recorded in the demat account or registered with the Company for the demat account in DD/MM/YYYY format.

6.3 Enter your Dividend Bank details (Account Number) recorded in the demat account or registered with the Company for the demat account

Any one of the details i.e. DOB or Dividend Bank details should be entered for logging into the account. If Dividend Bank details and Date of Birth are not recorded with the Depository or Company please enter the number of shares held by you as on the cut of date i.e. 14th December, 2018 in the Dividend Bank details field.

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.

Step 9: Click on the EVSN of the Company i.e. 181129004 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.

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

- i. The e-Voting period commences on 17th December, 2018 (9.00 a.m.) And ends on 20th December, 2018 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut off date of 14th December, 2018 may cast their vote electronically. The 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.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company.



- iii. Mr. Amrish N Gandhi, Practicing Company Secretary [Fellow Membership No. 8193] (and failing him Mr. Samsad A Khan, Practicing Company Secretary) [Membership No. 28719] has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. 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 and submit forthwith to the Chairman of the Company.
- v. The Results shall be declared on the date of EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.riddhicorporate.co.in and on the website of CDSL <https://www.evotingindia.co.in> within two days of the passing of the resolutions at the EGM of the Company and communicated to the Stock Exchange(s), where the shares of the Company are listed.
- vi. The resolutions shall be deemed to be passed on the date of the Extra-Ordinary General Meeting, subject to receipt of sufficient votes.
- vii. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.
- viii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- ix. 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.
- x. 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.

Statement pursuant to Section 102(1) of the companies Act, 2013



Item No. 1

The Current Authorized Capital of the Company is Rs. 3,25,00,000/- (Rupees Three Crores and Twenty Five Lakhs Only) divided into 32,50,000 (Thirty Two Lakhs Fifty Thousand Only) Shares of Rs. 10 Each.

The Board of Directors of the company at their Meeting held on 29th November, 2018 have recommended issue of Bonus Shares in the ration of 10:25 to the existing members of the company.

The Board of Directors have also considered it necessary to increase the authorised capital of the company which is presently at Rs. 3,25,00,000/- (Rupees Three Crores and Twenty Five Lakhs Only) divided into 32,50,000 (Thirty Two Lakhs Fifty Thousand Only) Shares of Rs. 10 Each to Rs. 11,37,50,000/- (Rupees Eleven Crore Thirty Seven Lakhs Fifty Thousand Only) divided into 1,13,75,000 (One Crore Thirteen Lakhs Seventy Five Thousand) equity Shares Rs. 10/- each. In view if the above, it is necessary to amend clause V of the Memorandum of Association to increase the Authorised Share Capital by placing a Special Resolution for consideration and approval of the Members.

The Board of Directors also recommended the approval of members for amendment to the capital clause V in the Memorandum of Association of the Company.

Relevant documents referred in respect of the said item are open for inspection by the members at the registered office of the company on all working days during 2.30 P.M. to 5.00 P.M. upto date of the Meeting.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

Item No. 2

The company has a reserves and surplus of Rs. 20.43 Cr. as on 31.03.2018. The Board of Directors of the Company at their meeting held on 29th November, 2018, Considered it desirable to recommend issue of Bonus Shares in the ratio 10:25 by capitalization of Reserves and Surplus subject to approval of the Shareholders and such other authorities as may be necessary.

The Bonus Shares on allotment shall rank pari-passu with existing Equity Shares of the Company and Bonus Shares entitled for dividend declared after the allotment of Shares.

The Proposed Bonus Issue is not in lieu of Dividend.

No allotment letter will be issued as the shares of the company are held wholly in demat mode, the credit of the Bonus Shares will be given directly to their Demat Account.



The issue of Bonus Shares and consequent increase in the paid-up capital of the company would also satisfy the requirement of Nationwide Stock Exchanges for listing of equity shares of the company and the company has complied with all the applicable provision of the companies act, 2013 and all other applicable regulations.

The record date for determining the eligibility of the shareholders to received the said bonus shares will be announced by the company through designated Stock Exchanges and will also displayed in the website of the company www.riddhicorporate.co.in

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.



BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in blue ink, appearing to be "Alpit Pravinchandra Gor", written over a circular stamp.

**ALPIT PRAVINCHANDRA GOR
WHOLETIME DIRECTOR
DIN: 03041615**

**Date: - 29th November, 2018
Place: - Ahmedabad**

RIDDHI CORPORATE SERVICES LIMITED

CIN: L74140GJ2010PLC062548

10 MILL OFFICERS COLONY, BEHIND OLD RBI, ASHRAM ROAD AHMEDABAD-380009

E-mail: investor@rcspl.net

ATTENDANCE SLIP

Date: _____

Please fill Attendance Slip and hand it over at the entrance of the meeting venue:

Name	
Address	
DP Id *	
Client Id *	
Folio No.	
No. of shares held	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the Extra-Ordinary General Meeting of the Company held on 21st December, 2018 at 1.00 P.M. at the registered office of the Company at Registered office at 10 Mill Officers Colony, Behind Old Rbi, Ashram Road Ahmedabad-380009.

Signature of Shareholder/Proxy

Form No. MGT-11 (Proxy Form) [Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID
I/We, being the member(s) of _____ shares of the above named company. Hereby appoint		
Name :	E-mail Id:	
Address:		
Signature , or failing him		

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the company, to be held on the 21st December, 2018 at 01: 00 P.M. at **RIDDHI CORPORATE SERVICES LIMITED,10 MILL OFFICERS COLONY, BEHIND OLD RBI, ASHRAM ROAD AHMEDABAD-380009.** and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution No.

SL. NO.	RESOLUTION(S)	VOTE	
		FOR	AGAINST
1.	To Increase authorised capital of the company from Rs. 3,25,00,000/- (Rupees Three Crore Twenty Five Lakhs Only) divided into 32,50,000 (Thirty Two Lakhs Fifty Thousand) equity shares of Rs. 10/- each to Rs. 11,37,50,000/- (Rupees Eleven Crore Thirty Seven Lakhs Fifty Thousand Only) divided into 1,13,75,000 (One Crore Thirteen Lakhs Seventy Five Thousand) Shares.		
2.	To Issue Bonus Shares of the company in the proportion of 25 (Twenty Five) Bonus Equity Share of Rs. 10/- (Rupees Ten only) each, for every 10 (Ten) existing fully paid-up Equity Shares of Rs. 10/- (Rupees Ten only) each held by Member/ Beneficial Owner on record date as may be determined by the board.		

Signed this ____ day of ____ 2018

Affix Revenue Stamps

Signature of Shareholder
shareholder

Signature of Proxy holder

-across Revenue Stamp
Signature of the