

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 which 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 sale or transfer of the investment held by the Company in its subsidiaries to the related party. An Explanatory Statement pertaining to the resolutions and a Postal Ballot Form is also annexed hereto.

The proposed Special Resolutions along with the Explanatory Statement pursuant to Section 102(1) of the Act setting out the material facts for the proposed resolutions are 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 Friday, March 27, 2020. 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 Friday, March 27, 2020 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 Friday, March 27, 2020 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 Ballot forms 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 Saturday, March 28, 2020 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/-

AlpitGor

Whole-Time Director

DIN 03041615

Place: Ahmedabad
Date: February 22, 2020

SPECIAL RESOLUTION:

1. SALE OF EQUITY SHARES OF RCSPL MULTICOMMODITIES PRIVATE LIMITED ("RCSPL MULTI"), A SUBSIDIARY OF THE COMPANY

To consider and if thought fit, to pass, with or without modifications as may be practical and permissible, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to provisions Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("LODR") and further pursuant to Section 110, including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India or other government or statutory authorities, and subject to the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include any committee of directors constituted by the Board) to sell or transfer or otherwise dispose of its entire investment in its subsidiary, **RCSPL MULTICOMMODITIES PRIVATE LIMITED ("RCSPL MULTI")** (CIN: **U51909DN2016PTC005502**) including all licenses, permits, approvals, consents, pre qualification rights, contracts whatsoever, on such terms and conditions as may be agreed by the Board of Directors of the Company ("Board") and for a consideration estimated at about Rs. 1/- (Rupees One) Per Share which is more than the value of shares as determined by the valuation carried by Mr. Ritesh Prakash Adatiya, Registered Valuer, Regd. No. IBBI/RV/06/2019/11306 to be discharged by the Buyer

RESOLVED FURTHER THAT the Mr. Alpit Pravinchandra Gor (DIN: [03041615](#)), Wholetime Director and / or Mr. Pravinchandra Kodarlal Gor (DIN: [03267951](#)), Managing Director of the Company be and is / are hereby authorised, severally, to do all such acts, deeds and such matters and things, as may be necessary, including finalising, varying, settle any question, remove any difficulty or doubt that may arise from time to time in relation to sale of entire investment in **RCSPL MULTICOMMODITIES PRIVATE LIMITED ("RCSPL MULTI")** (CIN: **U51909DN2016PTC005502**) and settling the terms and conditions to sell, transfer, assign, convey and to finalise, execute, deliver and perform, such agreements (including but not limited to the agreement to sell Equity Shares), contracts, deeds, undertaking and other necessary documents.

2. SALE OF EQUITY SHARES OF VIBHIN ONLINE SERVICES PRIVATE LIMITED ("VOSPL"), A WHOLLY OWNED SUBSIDIARY OF THE COMPANY

To consider and if thought fit, to pass, with or without modifications as may be practical and permissible, the following resolution as a Special Resolution:

RESOLVED THAT THAT pursuant to provisions Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("LODR") and further pursuant to Section 110, including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India or other government or statutory authorities, and subject to the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include any committee of directors constituted by the Board) to sell or transfer or otherwise dispose of its entire investment in its subsidiary, **VIBHIN ONLINE SERVICES PRIVATE LIMITED ("VOSPL")** (CIN: **U52512GJ2016PTC086481**) including all licenses, permits, approvals, consents, pre qualification rights, contracts whatsoever, on such terms and conditions as may be agreed by the Board of Directors of the Company ("Board") and for a consideration estimated at about Rs. 240/- (Rupees Two Hundred Forty Only) Per Share as determined on the basis of a valuation carried by Mr. Ritesh Prakash Adatiya, Registered Regd. No. IBBI/RV/06/2019/11306 to be discharged by the Buyer.

RESOLVED FURTHER THAT the Mr. Alpit Pravinchandra Gor (DIN: [03041615](#)), Wholetime Director and / or Mr. Pravinchandra Kodarlal Gor (DIN: [03267951](#)), Managing Director of the Company be and is / are hereby

authorised, severally, to do all such acts, deeds and such matters and things, as may be necessary, including finalising, varying, settle any question, remove any difficulty or doubt that may arise from time to time in relation to sale of entire investment in **VIBHIN ONLINE SERVICES LIMITED ("VOSPL")** (CIN: U52512GJ2016PTC086481) and settling the terms and conditions to sell, transfer, assign, convey and to finalise, execute, deliver and perform, such agreements (including but not limited to the agreement to sell Equity Shares), contracts, deeds, undertaking and other necessary documents.

3. SALE OF EQUITY SHARES OF RCSPL SHARE BROKING PRIVATE LIMITED ("RCSPL BROKING"), A SUBSIDIARY OF THE COMPANY

To consider and if thought fit, to pass, with or without modifications as may be practical and permissible, the following resolution as a Special Resolution:

RESOLVED THAT THAT pursuant to provisions Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("LODR") and further pursuant to Section 110, including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India or other government or statutory authorities, and subject to the Memorandum and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include any committee of directors constituted by the Board) to sell or transfer or otherwise dispose of its entire investment in its subsidiary, **RCSPL SHARE BROKING PRIVATE LIMITED ("RCSPL BROKING")** (CIN: U51909DN2016PTC005503) including all licenses, permits, approvals, consents, pre qualification rights, contracts whatsoever, on such terms and conditions as may be agreed by the Board of Directors of the Company ("Board") and for a consideration estimated at about Rs. 4.00/- (Rupees Four Only) Per Share as determined on the basis of a valuation carried by **Mr. Mihir Pujara of M/S Pujara Doshi & Co., Chartered Accountant, Ahmedabad**

RESOLVED FURTHER THAT the Mr. Alpit Pravinchandra Gor (DIN: [03041615](#)), Wholetime Director and / or Mr. Pravinchandra Kodarlal Gor (DIN: [03267951](#)), Managing Director of the Company be and is / are hereby authorised, severally, to do all such acts, deeds and such matters and things, as may be necessary, including finalising, varying, settle any question, remove any difficulty or doubt that may arise from time to time in relation to sale of entire investment in **RCSPL SHARE BROKING PRIVATE LIMITED ("RCSPL BROKING")** (CIN: U51909DN2016PTC005503) and settling the terms and conditions to sell, transfer, assign, convey and to finalise, execute, deliver and perform, such agreements (including but not limited to the agreement to sell Equity Shares), contracts, deeds, undertaking and other necessary documents.

4. TRANSACTION FOR SALE OF THE SHARES HELD BY COMPANY OF RCSPL MULTICOMMODITIES PRIVATE LIMITED WITH RELATED PARTIES U/S 188 OF THE COMPANIES ACT, 2013

"RESOLVED THAT pursuant to Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the Memorandum and Articles of Association of the Company and in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("LODR"), and subject to such other approvals/ consents as may be necessary from the regulatory/ statutory authorities and subject to such conditions and modifications that may be imposed or prescribed by any such authority(ies) and pursuant to the approval of the Audit Committee granted at its meeting held on February 22, 2020 approval of the Members of the Company, be and is hereby accorded to the Company for entering into the following related party transactions with Mr. Pravinchandra K. Gor, Managing Director and / or Mr. Alpit P. Gor, Wholetime Director and / or Mrs. Jayshreeben P. Gor, Executive Director of the Company to Sale and transfer of entire investment in equity shares of the **RCSPL MULTICOMMODITIES PRIVATE LIMITED (RCSPL MULTI)** at consideration which will Rs. 1/- (Rupees One Only) Per Shares which is more than the valuation as determined by Mr. Ritesh Adatiya, Registered Valuer.

5. TRANSACTION FOR SALE OF THE SHARES HELD BY COMPANY OF VIBHIN ONLINE SERVICES PRIVATE LIMITED WITH RELATED PARTIES U/S 188 OF THE COMPANIES ACT, 2013

“RESOLVED THAT pursuant to Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the Memorandum and Articles of Association of the Company and in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“LODR”), and subject to such other approvals/ consents as may be necessary from the regulatory/ statutory authorities and subject to such conditions and modifications that may be imposed or prescribed by any such authority(ies) and pursuant to the approval of the Audit Committee granted at its meeting held on February 22, 2020, approval of the Members of the Company, be and is hereby accorded to the Company for entering into the following related party transactions with Mr. Pravinchandra K. Gor, Managing Director and / or Mr. Alpit P. Gor, Wholetime Director and / or Mrs. Jayshreeben P. Gor, Executive Director of the Company to Sale and transfer of entire investment in equity shares of the **VIBHIN ONLINE SERVICES PRIVATE LIMITED (VOSPL)** at consideration of Rs. 240/- (Rupees Two Hundred Forty Only) per Shares at a value determined by Mr. Ritesh Adatiya, Registered Valuer.

6. TRANSACTION FOR SALE OF THE SHARES HELD BY COMPANY OF RCSPL SHARE BROKING PRIVATE LIMITED WITH RELATED PARTIES U/S 188 OF THE COMPANIES ACT, 2013.

“RESOLVED THAT pursuant to Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the Memorandum and Articles of Association of the Company and in accordance with Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“LODR”), and subject to such other approvals/ consents as may be necessary from the regulatory/ statutory authorities and subject to such conditions and modifications that may be imposed or prescribed by any such authority(ies) and pursuant to the approval of the Audit Committee granted at its meeting held on February 22, 2020, approval of the Members of the Company, be and is hereby accorded to the Company for entering into the following related party transactions with Mr. Pravinchandra K. Gor, Managing Director and / or Mr. Alpit P. Gor, Wholetime Director and / or Mrs. Jayshreeben P. Gor, Executive Director of the Company to Sale and transfer of entire investment in equity shares of the **RCSPL SHARE BROKING PRIVATE LIMITED (“RCSPL BROKING”)** at consideration of Rs. 4.00/- (Rupees Four Only) per Shares at a value determined by Mr. Mihir Pujara of M/S Pujara Doshi & Co., Chartered Accountant, Ahmedabad.

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

Place: Ahmedabad
Date: February 22, 2020

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.

RIDDHI CORPORATE SERVICES LIMITED

CIN: L74140GJ2010PLC062548



Registered Office: 10 Mill Officers Colony, Behind Old RBI, Ashram Road Ahmedabad - 380 009

Telephone: +91 - 79 - 2658 0767; Website: www.riddhincorporate.co.in; Email: Investor@rcspl.net

4. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday, February 21, 2020 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, February 21, 2020.
5. The voting through Postal Ballot and remote e-voting will commence at 09.00 hours IST on Thursday, February 27, 2020 and will end at 17.00 hours IST on Friday, March 27, 2020.
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 - 380015, Contact No.: +91 - 79 -40323014, before 17.00 hours IST on Friday, March 27, 2020. 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 day of receiving the duly completed Postal Ballot Forms or voting through remote e-voting i.e. Friday, March 27, 2020, 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 Saturday, March 28, 2020 at the Registered Office of the Company. The result of the voting will also be posted on the Company's website www.riddhincorporate.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 - SALE OF EQUITY SHARES OF RCSPL MULTICOMMODITIES PRIVATE LIMITED ("RCSPL MULTI"), A SUBSIDIARY OF THE COMPANY

The Company holds 4,59,000 Equity Shares i.e 90% shares in its subsidiary viz. RCSPL MULTICOMMODITIES PRIVATE LIMITED ("RMPL"). RMPL has not started its business activities since its incorporation i.e 26th August, 2016 till the financial ended on 31st March, 2018 but company has generated the Revenue from Operations of the company in the financial year 2018-19 but it has incurred huge loss of Rs. 1.29 Crore and as it seems that it is not in the interest of the company to keep the investment in the shares of the company. There are no chances of improvement in the business as well as financial health of the company seen by the board.

The members are therefore requested to accord their approval for the SALE, TRANSFER OR DISPOSAL OF THE SHARES HELD BY THE COMPANY IN RCSPL MULTICOMMODITIES PRIVATE LIMITED (SUBSIDIARY COMPANY).

The Board of Directors recommends the Special Resolution set out in the Notice for approval of members, as they feel the same to be in the interest of the Company.

Except Mr Pravinchandra K. Gor, Managing Director, Mr. Alpit P. Gor, Wholetime Director and Mrs. Jayshreeben P. Gor, Executive Director none of the directors, key managerial personnel or their relatives, have any concern or interest, financial or otherwise, in passing of the said resolution.

ITEM NO. 2 - SALE OF EQUITY SHARES OF VIBHIN ONLINE SERVICES PRIVATE LIMITED ("VOSPL"), A WHOLLY OWNED SUBSIDIARY OF THE COMPANY

The Company holds 10,000 Equity Shares i.e 100% shares in its subsidiary viz. VIBHIN ONLINE SERVICES PRIVATE LIMITED ("VOSPL"). Profit generated from the operations of business activity of VOSPL is not as much as the company would have expected it to earn. Board is not seeing any type of growth in the profit earning capacity of the company.

The members are therefore requested to accord their approval for the SALE, TRANSFER OR DISPOSAL OF THE SHARES HELD BY THE COMPANY IN VIBHIN ONLINE SERVICES PRIVATE LIMITED (WHOLLY OWNED SUBSIDIARY COMPANY).

The Board of Directors recommends the Special Resolution set out in the Notice for approval of members, as they feel the same to be in the interest of the Company.

Except Mr Pravinchandra K. Gor, Managing Director, Mr. Alpit P. Gor, Wholetime Director and Mrs. Jayshreeben P. Gor, Executive Director, none of the directors, key managerial personnel or their relatives, have any concern or interest, financial or otherwise, in passing of the said resolution.

ITEM NO. 3 - SALE OF EQUITY SHARES OF RCSPL SHARE BROKING PRIVATE LIMITED ("RCSPL BROKING"), A SUBSIDIARY OF THE COMPANY

The Company holds 37,77,200 Equity Shares i.e 99.19% shares in its subsidiary viz. RCSPL SHARE BROKING PRIVATE LIMITED ("RCSPL BROKING"). During the Financial Year 2017-18 RCSPL SHARE BROKING PRIVATE LIMITED has made a loss of Rs. 29,76,461/- and for Financial Year 2018-19 loss was Rs. 29,04,531/-. So after looking at the losses occurred from the last 2 financial years the board of the company is of the view that it is not in the interest of the company to carry on with the investment in the company.

The members are therefore requested to accord their approval for the SALE, TRANSFER OR DISPOSAL OF THE SHARES HELD BY THE COMPANY IN RCSPL SHARE BROKING PRIVATE LIMITED (SUBSIDIARY COMPANY).

The Board of Directors recommends the Special Resolution set out in the Notice for approval of members, as they feel the same to be in the interest of the Company.

Except Mr Pravinchandra K. Gor, Managing Director, Mr. Alpit P. Gor, Wholetime Director and Mrs. Jayshreeben P. Gor, Executive Director, none of the directors, key managerial personnel or their relatives, have any concern or interest, financial or otherwise, in passing of the said resolution.

ITEM NO. 4 - TRANSACTION FOR SALE OF THE SHARES HELD BY COMPANY OF RCSPL MULTICOMMODITIES PRIVATE LIMITED WITH RELATED PARTIES U/S 188 OF THE COMPANIES ACT, 2013

As per the provision of Section 188 of the companies Act, 2013 requires company to take the prior approval of the members of the company by special resolution given that company is going to sell, dispose, transfer of its investments in RCSPL MULTICOMMODITIES PRIVATE LIMITED (RCSPL MULTI) to Mr Pravinchandra K. Gor, Managing Director, Mr. Alpit P. Gor, Wholetime Director and Mrs. Jayshreeben P. Gor, Executive Director at the price of Rs. 1/- (Rupees One Only) per shares for RCSPLMPL which is more than the value determined in the valuation report received from Mr. Ritesh Prakash Adatiya, Registered Valuer.

The Audit Committee of the Company on February 22, 2020 and the Board of Directors of the Company on the even date have approved the aforesaid related party transactions to be entered into by the Company with Mr Pravinchandra K. Gor, Managing Director, Mr. Alpit P. Gor, Wholetime Director and Mrs. Jayshreeben P. Gor, Executive Director subject to the approval of Members and other requisite approvals.

Except Mr Pravinchandra K. Gor, Managing Director, Mr. Alpit P. Gor, Wholetime Director and Mrs. Jayshreeben P. Gor, Executive Director, none of the directors, key managerial personnel or their relatives, have any concern or interest, financial or otherwise, in passing of the said resolution.

Your Directors recommend the resolution for your approval as a Special Resolution.

ITEM NO. 5 - TRANSACTION FOR SALE OF THE SHARES HELD BY COMPANY OF VIBHIN ONLINE SERVICES PRIVATE LIMITED WITH RELATED PARTIES U/S 188 OF THE COMPANIES ACT, 2013.

As per the provision of Section 188 of the companies Act, 2013 requires company to take the prior approval of the members of the company by special resolution given that company is going to sell, dispose, transfer of its investments in VIBHIN ONLINE SERVICES PRIVATE LIMITED (VOSPL) to Mr Pravinchandra K. Gor, Managing Director, Mr. Alpit P. Gor, Wholetime Director and Mrs. Jayshreeben P. Gor, Executive Director at the price of Rs. 240/- (Rupees Two Hundred Forty) per shares for VOSPL as per the valuation report received from Mr. Ritesh Prakash Adatiya, Registered Valuer.

The Audit Committee of the Company on February 22, 2020 and the Board of Directors of the Company on the even date have approved the aforesaid related party transactions to be entered into by the Company with Mr Pravinchandra K. Gor, Managing Director, Mr. Alpit P. Gor, Wholetime Director and Mrs. Jayshreeben P. Gor, Executive Director subject to the approval of Members and other requisite approvals.

Except Mr Pravinchandra K. Gor, Managing Director, Mr. Alpit P. Gor, Wholetime Director and Mrs. Jayshreeben P. Gor, Executive Director, none of the directors, key managerial personnel or their relatives, have any concern or interest, financial or otherwise, in passing of the said resolution.

Your Directors recommend the resolution for your approval as a Special Resolution.

ITEM NO. 6 - TRANSACTION FOR SALE OF THE SHARES HELD BY COMPANY OF RCSPL SHARE BROKING PRIVATE LIMITED WITH RELATED PARTIES U/S 188 OF THE COMPANIES ACT, 2013.

As per the provision of Section 188 of the companies Act, 2013 requires company to take the prior approval of the members of the company by special resolution given that company is going to sell, dispose, transfer of its investments in RCSPL SHARE BROKING PRIVATE LIMITED ("RCSPL BROKING") to Mr Pravinchandra K. Gor, Managing Director, Mr. Alpit P. Gor, Wholetime Director and Mrs. Jayshreeben P. Gor, Executive Director at the price of Rs. 4.00/- (Rupees Four Only) per shares for RCSPL BROKING as per the valuation report received from Mr. Mihir Pujara of M/S Pujara Doshi & Co., Chartered Accountant, Ahmedabad

The Audit Committee of the Company on February 22, 2020 and the Board of Directors of the Company on the even date have approved the aforesaid related party transactions to be entered into by the Company

RIDDHI CORPORATE SERVICES LIMITED

CIN: L74140GJ2010PLC062548

Registered Office: 10 Mill Officers Colony, Behind Old RBI, Ashram Road Ahmedabad - 380 009
Telephone: +91 - 79 - 2658 0767; Website: www.riddhicorporate.co.in; Email: Investor@rcspl.net



with Mr Pravinchandra K. Gor, Managing Director, Mr. Alpit P. Gor, Wholetime Director and Mrs. Jayshreeben P. Gor, Executive Director subject to the approval of Members and other requisite approvals.

Except Mr Pravinchandra K. Gor, Managing Director, Mr. Alpit P. Gor, Wholetime Director and Mrs. Jayshreeben P. Gor, Executive Director, none of the directors, key managerial personnel or their relatives, have any concern or interest, financial or otherwise, in passing of the said resolution.

Your Directors recommend the resolution for your approval as a Special Resolution.

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

Sd/-

AlpitGor

Whole-Time Director

DIN 03041615

Place: Ahmedabad

Date: February 22, 2020

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 Thursday, February 27, 2020 and will end at 17.00 hours IST on Friday, March 27, 2020. 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, February 21, 2020 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, February 21, 2020.
- 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 Saturday, March 28, 2020 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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