

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighteenth Annual General Meeting of the Members of M/s Ritco Logistics Limited will be held on Monday 30th September 2019 at 11:30 A:M at the Registered Office: 508, 5th Floor, Jyoti Shikhar Tower, District Centre, Janakpuri, New Delhi-110058 to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1

To consider and adopt the Audited Balance Sheet as at 31st March, 2019 and the Profit and Loss Account for the financial year ended 31st March, 2019 and the Directors' and Auditors' Reports thereon.

ITEM NO. 2

To appoint the Auditor's and fix their remuneration.

“RESOLVED THAT M/s Mittal & Associates, Chartered Accountants, be and is hereby appointed as Auditor of the Company to hold office from the conclusion of this Annual General Meeting for Five Years from FY 2019-20 to FY 2023-24 and the Board of Directors be and hereby authorized to fix remuneration / expenses of the Auditors for the said period”.

SPECIAL BUSINESS:

ITEM NO. 3

To appoint the directors, who are liable to retire by rotation and being eligible offers themselves for re-appointment:

To consider and if thought fit, to pass with or without modification(s), the following resolutions as Special Resolutions:

“RESOLVED that pursuant to section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations, 2018”), approval of the Members of the Company be and is hereby required for continuation of holding of office by Mr. Shyam Sunder Elwadhi (DIN:08098878) who has attained the age of 75 (Seventy Five) years as on February 28, 2019 and who retires by rotation, and being eligible, offer himself for the re-appointment be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 4

To consider and if thought fit, with and without modification(s), pass the following as an Ordinary Resolution.

Regularization of Additional Director Ms. Roma Wadhwa

“RESOLVED THAT Ms. Roma Wadhwa, who was appointed as an Additional Director on the Board of Directors (‘Board’) of the Company with effect from 6th December, 2018, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and be and is hereby appointed as Director of the Company whose period of office shall be liable to determine by the retirement of Directors by rotation under section 152 of the Companies Act 2013 and further whose nomination has been presented by Nomination and Remuneration Committee made under 178 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized, jointly and /or severally to take such further steps as may be deemed necessary including filing of E-forms under the Companies Act, 2013 with the Registrar of Companies, Delhi and Haryana at New Delhi and/or any other authority to sign/execute any other forms, papers, documents, deeds, documents, affidavits etc. as they may deem necessary so as to give effect to the aforesaid resolution including the power to further amend the resolution if some amendment is required to be carried out by the Office of Registrar of Companies, Delhi and Haryana at New Delhi.”

ITEM NO. 5

To consider and if thought fit, with and without modification(s), pass the following as an Ordinary Resolution.

Regularization of Additional Director Mr. Man Mohan Pal Chadha Singh

“RESOLVED THAT Mr. Man Mohan Pal Chadha Singh, who was appointed as an Additional Director on the Board of Directors (‘Board’) of the Company with effect from 6th March, 2019, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and be and is hereby appointed as Director of the Company whose period of office shall be liable to determine by the retirement of Directors by rotation under section 152 of the Companies Act 2013 and further whose nomination has been presented by Nomination and Remuneration Committee made under 178 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized, jointly and /or severally to take such further steps as may be deemed necessary including filing of E-forms under the Companies Act, 2013 with the Registrar of Companies, Delhi and Haryana at New Delhi and/or any other authority to sign/execute any other forms, papers, documents, deeds, documents, affidavits etc. as they may deem necessary so as to give effect to the aforesaid resolution including the power to further amend the resolution if some amendment is required to be carried out by the Office of Registrar of Companies, Delhi and Haryana at New Delhi.”

ITEM NO. 6

To consider and if thought fit, with and without modification(s), pass the following as a Special Resolution.

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 and subject to such consent(s), approval(s) and permission(s) as may be required in this regard from any authority and agreed by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context by the Board in this behalf) as on 6th March 2019, approval of the Members of the Company be and is hereby accorded to appoint Mr. Man Mohan Pal Singh Chadha (DIN 01763805) as Whole-time Director of the Company, whose period of office shall not be liable for retire by rotations, for a period of 5 (Five) years with effect from 6th March, 2019, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Man Mohan Pal Singh Chadha subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

For Ritco Logistics Limited

Sd/-

Man Mohan Pal Chadha Singh

DIN: 01763805

Chairman

A-28, Rose Wood City, Sector-49

Gurgaon, Haryana-122001

Date: 05/09/2019

Place: Gurgaon

Notes:

1. The Company got listed with BSE on SME platform on 7th February, 2019.
2. This Notice is being to members of the Company as appearing in Register of Members.
3. 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. The proxy need not be a member of the Company.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulation (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is not providing e-Voting facility as per Provisions of Companies Act, 2013. SME listed Company is not Mandatory to provide E- voting Facility.
6. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
7. Pursuant to SEBI (LODR) Regulations, 2015, details of directors seeking appointment/reappointment at the Meeting are given in detail, is annexed hereto.
8. A statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
9. Shareholders are requested to bring their copy of Annual Report to the meeting.
10. Members/ Proxy holder/ Authorized Representative are requested to bring duly filled attendance slip enclosed herewith along with their copy of the Notice to attend the Meeting.
11. The Register of Members and Share Transfer Books of the Company will remain closed from the Thursday 26 September, 2019 to Saturday 29th September, 2019 (both days inclusive). The Record date / Cut- off date to determine the eligibility of members for the purpose of the voting at the 18th Annual General Meeting is Wednesday 25th September, 2019.
12. Members seeking any information or clarification on Accounts are requested to send written queries to the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries received only at the meeting.

13. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the administrative office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.
15. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2019 is uploaded on the Company's website www.ritcologistics.com and may be accessed by the members and also on the website of the Bombay Stock Exchange Ltd. www.bsesme.com.
16. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, a physical copy of the Annual Report for 2018 - 19 is being sent in the permitted mode.

NOTE : E-voting Facility shall not apply to companies referred to in Chapter XB or Chapter XC of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "ICDR regulations") along with companies with less than 1000 members. Chapter XB of the ICDR regulations deals with the issue of specified securities by small and medium enterprises and Chapter XC of the ICDR regulations relates to listing on the exchange made possible without bringing an initial public offer by small-and-medium enterprises ("SMEs")

For Ritco Logistics Limited

Sd/-

Man Mohan Pal Chadha Singh

DIN: 01763805

Chairman

A-28, Rose Wood City, Sector-49

Gurgaon, Haryana-122001

Date: 05/09/2019

Place: Gurgaon

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 3

Appointment of Mr. Shyam Sunder Elwadhi as Director of the company

Mr. Shyam Sunder Elwadhi has attained the age of 75(Seventy-Five) years on 28/02/2019. Accordingly, approval of the member is sought for passing a special Resolution for appointment of Mr. Shyam Sunder Elwadhi as a Non-Executive.

Mr. Shyam Sunder has a rich and varied experience of 53 years in the logistics industry and has been a director of the company since 28/03/2018 and continued to be a director (Non-Executive) of the company till date. Looking at the industry scenario and company growth path his valuable experience continuous to guide our company to bigger success, the Board recommends that it would be in the interest of the company to continue to avail his considerable expertise and appoint him as Director (Non- Executive) without any salary.

The Company has also received written confirmation from him that he is not disqualified to act as such. In the opinion of the Board, Mr. Shyam Sunder Elwadhi the conditions for his appointment as Director as specified in the Act.

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings issued by ICSI, please find appended in **Annexure-I** details of Mr. Shyam Sunder Elwadhi.

Except Mr. Shyam Sunder Elwadhi being the appointee and Mr. Sanjeev Kumar Elwadhi & Ms. Roma Wadhwa as relatives have concerned and interested in the resolution set out as Item No. 3.

Your Directors recommend the resolution at item no. 3 for your approval.

ITEM NO. 4

Appointment of Ms. Roma Wadhwa as Director of the company.

The Board in its meeting held on 6th December, 2018 appointed Ms. Roma Wadhwa as additional director of the company with effect from such Board meeting pursuant to Section 161 of the Companies Act, 2013. Hence, she will hold office up to the date of the ensuing Annual General Meeting. In accordance with the provisions of Section 152, 160 & 161 to the Act, appointment of an Additional Director requires approval of members and further whose nomination has been presented by Nomination and Remuneration Committee made under 178 of the Companies Act, 2013.

The Company has also received written confirmation from her that she is not disqualified to act as such. In the opinion of the Board, Ms. Roma Wadhwa the conditions for her appointment as Director as specified in the Act.

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings issued by ICSI, please find appended in **Annexure-I** details of Ms. Roma Wadhwa.

Except Ms. Roma Wadhwa being the appointee and Mr. Sanjeev Kumar Elwadhi & Mr. Shyam Sunder Elwadhi as relatives have concerned and interested in the resolution set out as Item No. 4.

Your Directors recommend the resolution at item no. 4 for your approval.

ITEM NO. 5

Appointment of Mr. Man Mohan Pal Chadha Singh as Director of the company.

The Board in its meeting held on 6th March, 2019 appointed Mr. Man Mohan Pal Chadha Singh as additional director of the company with effect from such Board meeting pursuant to Section 161 of the Companies Act, 2013. Hence, he will hold office up to the date of the ensuing Annual General Meeting. In accordance with the provisions of Section 152, 160 & 161 to the Act, appointment of an Additional Director requires approval of members and further whose nomination has been presented by Nomination and Remuneration Committee made under 178 of the Companies Act, 2013.

The Company has also received written confirmation from him that he is not disqualified to act as such. In the opinion of the Board, Mr. Man Mohan Pal Chadha Singh the conditions for his appointment as Director as specified in the Act.

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings issued by ICSI, please find appended in **Annexure-I** details of Mr. Man Mohan Pal Chadha Singh.

Except Mr. Man Mohan Pal Chadha Singh being the appointee, none of the Directors and Key Managerial Personal of the Company and their relatives are concerned or interested financially or otherwise, in the resolution set out as Item No. 5.

Your Directors recommend the resolution at item no. 5 for your approval.

ITEM NO. 6

The Board of Directors of the Company ('the Board') at the meeting held on 6th March, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the appointment of Mr. Man Mohan Pal Chadha Singh as Additional Director, and also as Whole time Directors & CFO of the Company, as set out in the respective Resolutions relating to his appointment, on the following remuneration:

(I) Basic / Consolidated Salary – `2,50,000/- per month excluding other allowances.

The aggregate of the remuneration payable to the Whole time Directors and other Director of the Company taken together, shall be within the limit prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act').

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings issued by ICSI, please find appended in **Annexure-I** details of Mr. Man Mohan Pal Chadha Singh.

Except Mr. Man Mohan Pal Chadha Singh being the appointee, none of the Directors and Key Managerial Personal of the Company and their relatives are concerned or interested financially or otherwise, in the resolution set out as Item No. 6.

Your Directors recommend the resolution at item no. 6 for your approval.

Annexure-I to the Notice

Details of the Directors Retiring by Rotation/ seeking Appointment/ Re-Appointment

At the ensuing Annual General Meeting

Particulars	Mr. Shyam Sundar Elwadhi	Mr. Man Mohan Pal Chadha Singh	Ms. Roma Wadhwa
Age	75	49	49
Qualification	Graduate	Graduate	Graduate
Experience (including expertise in specific functional area)/Brief Resume	53	28	15
Terms and Conditions of Appointment / Reappointment	As per the resolution at item no. 3 of the Notice convening Annual General Meeting on 30th September 2019 read with explanatory statement thereto	As per the resolution at item no. 6 of the Notice convening Annual General Meeting on 30th September 2019 read with explanatory statement thereto, Mr. Man Mohan Pal Chadha Singh is proposed to be appointed as a Whole-time Director	As per the resolution at item no. 4 of the Notice convening Annual General Meeting on 30th September 2019 read with explanatory statement thereto, Ms. Roma Wadhwa is proposed to be appointed as a Director
Remuneration last drawn (including sitting fees, if any)	NIL	2,50,000	NIL
Remuneration proposed to be paid	NIL	2,50,000	NIL

Date of first appointment on the Board	28/03/2018	06/03/2019	06/12/2018
Shareholding in the Company as on March 31, 2019	500 Share	88,98,668 Share	500 Share
Relationship with other Directors/Key Managerial Personnel	Father of Mr. Sanjeev Kumar Elwadhi		Sister of Mr. Sanjeev Kumar Elwadhi
Directorships of other Boards as on March 31, 2019	NIL	<ol style="list-style-type: none"> 1. Ritco Leasing & Finance Pvt. Ltd. 2. Rejoy Real Estate Pvt. Ltd. 3. Reputed Real Estate Pvt. Ltd. 4. Lemon Real Estate Pvt. Ltd. 5. Jatinder Pal Builders Pvt. Ltd. 6. Ritco Charlie Retails Pvt. Ltd. 	NIL
Membership / Chairmanship of Committees of other Boards as on March 31, 2019	NIL	NIL	NIL

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L60221DL2001PLC112167

Name of the Company: Ritco Logistics Limited

Registered office: 508, 5th Floor, Jyoti Shikhar Tower, District Centre Janakpuri West Delhi - 110058

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Clint Id:

DP ID:

I/ We being the member of, holding.....shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:,

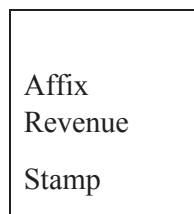
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 18th Annual General Meeting of members of the Company, to be held on 30/09/2019 at the Registered office: 508, 5th Floor, Jyoti Shikhar Tower, District Centre Janakpuri West Delhi -110058 at 11:30 A.M, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.		For	Against
Item No. 1	To consider and adopt the Audited Balance Sheet as at 31 st March, 2019 and the Profit and Loss Account for the		

	financial year ended 31 st March, 2019 and the Directors' and Auditors' Reports thereon.		
Item No. 2	To appoint the Auditor's and fix their remuneration		
Item No. 3	To appoint Mr. Shyam Sunder Elwadhi, Director of the Comapny, who are liable to retires by rotation and being eligible offers themselves for re-appointment.		
Item No. 4	To Appointment of Ms. Roma Wadhwa as Director of the company		
Item No. 5	To Regularization of Additional Director Mr. Man Mohan Pal Chadha Singh		
Item No. 6	To approve the terms of Appointment of Mr. Man Mohan Pal Chadha Singh as WTO		

Signed this day of..... 2019

Signature of Shareholder
Signature of Proxy holder(s)



Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.
2. A Member / Proxy attending the meeting must complete this Attendance slip in legible writing and hand it over at the entrance. Sign at appropriate place as applicable to you.
3. Body Corporate / Company, who are a member, may attend through its representative. Original copy of authorization / resolution should be deposited with the Company.
4. Please read the instructions printed under the Notes to the Notice of this Annual General Meeting.
5. A person can act as Proxy on behalf of not more than fifty (50) members and holding in aggregate not more than ten percent of total share capital of the Company. Members holding more than ten percent of total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member.

ATTENDANCE SLIP

I hereby certify that I am a registered member / proxy for the registered member of the Company,

I hereby record my presence at the Eighteenth Annual General Meeting of the Members of M/s Ritco Logistics Limited being held on Monday 30th September 2019 at 11:30 A:M at the 508, 5th Floor, Jyoti Shikhar Tower, District Centre, Janakpuri, New Delhi-110058

Registered Folio No.

Name and address of the Member

Joint Holder 1

Joint Holder 2

No. of equity shares

Name of the Proxy:

Signature of Proxy

Signature of Member

Notes:

1. A Member / Proxy attending the meeting must complete this Attendance slip in legible writing and hand it over at the entrance. Sign at appropriate place as applicable to you.
2. Body Corporate / Company, who are a member, may attend through its representative. Original copy of authorization / resolution should be deposited with the Company.
3. Please read the instructions printed under the Notes to the Notice of this Annual General Meeting.
4. A person can act as Proxy on behalf of not more than fifty (50) members and holding in aggregate not more than ten percent of total share capital of the Company. Members holding more than ten percent of total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other member.

ROAD MAP TO THE AGM VENUE

Venue: 508, 5th Floor, Jyoti Shikhar Tower, District Centre, Janakpuri, New Delhi-110058

