

NOTICE FOR THIRTY THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty-Third Annual General Meeting of the company will be held on Friday, **September 27, 2019**, at 12.00 Noon at G-1 Madhu Milan Building, Ground Floor, H.M Patil Road, Shivaji Park, Dadar-West, Mumbai-400028 to transact the following business:

ORDINARY BUSINESSSES:

1. To consider and adopt the audited financial Statements of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ashok A. Jain (Holding DIN: 00094224), Director, who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and if thought fit, to pass with or without modification(s), the following:

RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made there under and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) **H Rajen & Co.**, (Merged with Agarwal Desai & Shah) Chartered Accountants (Registration No. 108351W), be and is hereby re-appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of thirty eight Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the re-imbusement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively.

Place: Mumbai
Date: July 16, 2019

By order of the Board
For Richirich Invenures Limited

Regd. Office:
G-1 Madhu Milan Building, Ground Floor, H M Patil Marg,
Shivaji Park, Dadar-West Mumbai – 400028

Sd/-
Swati Bagh
Company Secretary and Compliance Officer

Notes:

1. A Member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote instead of himself/ herself and such proxy need not to be a member. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A person shall not act as proxy for more than Fifty (50) members and holding in the aggregate not more than ten percent of total share capital of the company carrying voting right. A person holding more than 10 percent of the total share capital of the company carrying voting right may appoint a single person as proxy and such shall not act as proxy for any other person or share holder. Corporate members intending to send the authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution pursuant to Section 113 of Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the Meeting. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
3. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. Members holding shares in more than one folio are requested to intimate for consolidation of folios.
4. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company Provided that not less than three days notice in writing is given to the Company.
5. Relevant documents referred to in the notice are available for inspection at the Registered Office of the Company on all working days, except Saturday, Sunday and other holidays between 2.00 P.M. to 4.00P.M. up to the date of the Annual General Meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Registers of Contracts or Arrangements in which the Directors are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. 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 the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA of the Company/Company.
9. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30,2018, requests for effecting transfer of securities (exception case of transmission or transposition of securities) shall not be processed from April 1, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action o dematerialize the Equity Shares of the Company, promptly.
10. The register of member will closed for this annual general meeting from Tuesday **September 17, 2019 to Friday September 27,2019** (both days inclusive)

11. In compliance with the provisions of SECTION 110 OF THE COMPANIES ACT, 2013 and in compliance with the provisions of section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
12. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM is September 20, 2019. Please note that Members can opt for only one mode of voting i.e., either by voting at the meeting or remote e-voting. If Members opt for remote e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting can attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
13. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice, holds shares as of the cut-off date i.e. September 20, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if the Member is already registered with NSDL for remote e-voting, then he/she can use his/her existing User-ID and password for casting the vote. Only a Member who is entitled to vote shall exercise his/her/its vote through e-voting and any recipient of this Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.
14. Pursuant to the provision u/s 72 of the Companies act, 2013, Shareholders are entitled to make nomination in respect of shares held in Physical form. Shareholder desires of making nominations are requested to send their request in form No. SH-13 (which will be made available on request) to the Registrar and Share Transfer Agents.
15. Shareholders/Proxy holders are requested to carry valid ID proof such as PAN, Voter card, Passport, Driving License, Aadhaar Card etc. along with the printed attendance slip.

16. Voting through electronic means

Instruction for e-voting

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

- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>
- Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

• **Log-in to NSDL e-Voting website:**

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

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

4. Your User ID details are given below:

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

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is

- your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

• **Details on Step 2 is given below:**

Cast your vote electronically on NSDL e-Voting system:

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Instruction:

1. The voting period begins on **Tuesday, 24th September, 2019 and ends on Thursday, 26th September, 2019**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on the **cut-off date of 20th September, 2019**, may cast their vote electronically.
2. Mr. Shanu Bhagwandas Mata Proprietor of M/s Shanu Mata and Associates, Practicing Company Secretaries (Membership No. 45276 COP No. 17999) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
3. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shanu.smacs@gmail.com with a copy marked to evoting@nsdl.co.in.
4. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
5. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
6. Members have option to vote either through e-voting or through Assent/Dissent Form. If a member has opted for e-voting, then he/she should not vote by Assent/Dissent Form also and vice-a-versa. However, in case members cast their vote both via physical ballot (Assent/Dissent Form) and e-voting, then e-voting will prevail and voting done by physical ballot (Assent/Dissent Form) shall be treated as invalid.
7. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 20th September, 2019 (cut-off date).
8. 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, forthwith to the Chairman of the Company.

9. The Results shall be declared on 27/09/2019. The results will be communicated to Stock Exchanges & it shall also be displayed at the company's website www.richirichinventures.com under 'Investor's Corner'.
10. All the material documents referred to in the Notice will be made available for inspection by the members at the registered office of the Company during working hours on any working days (except Saturday and Sunday).

Invitation to participate in the Green Initiative launched by the Ministry of Corporate Affairs

Members are requested to support the "Green Initiatives" by registering their E-mail address with the Company, if not already done.

Those members who have changed their E-mail ID are requested to register their new E-mail ID with the Company in case the shares are held in physical form and with the Depository Participant where shares are held in Demat mode.

Members holding share in physical mode are also requested to register their e-mail address with our Registrar & Share transfer Agent – M/s. Adroit Corporate Services Private Limited, 19/20, Jafferbhoy industrial Estate, Makwana Road, Marol Naka Andheri (East), Mumbai-400059 such registration of e-mail address may also be made with the Company at its Registered Office or at the E-mail ID: richagro@yahoo.co.in.

EXPLANATORY STATEMENT

Item No. 3:

H Rajen& Co., (Merged with Agarwal Desai & Shah) Chartered Accountants (Registration No. 108351W), who have expressed their willingness and provided their eligibility u/s 139 and 141 of the Companies Act, 2013 and Rules made there under to act as Statutory Auditors of the Company to hold office from the conclusion of the this Annual General Meeting to the conclusion of Thirty Eight Annual General Meeting.

Information as required pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided below:

Details	Particulars
Proposed fees payable to the statutory auditor(s)	Rs. 20,000/- per Year + applicable Taxes
Terms of appointment	5 years
In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	NA
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	Experienced and holding Peer Review Certificate issued by ICAI

The relevant documents in relation to aforesaid appointment will be available for inspection in physical or electronic form at the registered office of the company on all working days, except Saturdays, Sundays and holidays, between 2.00 P.M. to 4.00 P.M. up to the date of Annual General Meeting of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution

The Board recommends the resolution set forth in Item No. 3, as an Ordinary Resolution for the approval of the Members.