

DATE: 26th September, 2022

To,
Bombay Stock Exchange Limited,
Phirozee Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Dear Sir/Madam,

Sub: Intimation of Extra Ordinary General Meeting, Book Closure, cut-off Date and Appointment of Scrutinizer

Ref: Riddhi Corporate Services Limited
Script Code: 540590

Please refer to our announcement dated September 22, 2022 on outcome of Board Meeting held on 22nd September, 2022. We hereby inform to the exchange regarding Extra-ordinary general meeting (EGM) of Riddhi Corporate Services Limited:

- i. The Extra-Ordinary General Meeting ("EGM") of "Riddhi Corporate Services Limited" ("the company") is scheduled to be held on Tuesday, 18th October, 2022 at 01.00 p.m. at registered office of the company at 10 Mill Officers Colony, Behind Old RBI, Ashram Road Ahmedabad, Gujarat – 380009 through VC and OAVM mode. (Notice Attached)
- ii. The Register of Members and the Share Transfer Books of the Company will remain closed from 12th October, 2022 to 18th October, 2022 (both days inclusive).
- iii. The cut—off date for the purpose of e—voting will be on 11th October, 2022.
- iv. Appointment of Amrish N. Gandhi, Company Secretary, Ahmedabad as a Scrutinizer of the company

You are requested to take the above information on record.

Thanking you,
FOR, **RIDDHI CORPORATE SERVICES LIMITED**

Mustafa Sibatra
Company Secretary and Compliance officer

**NOTICE OF EXTRA ORDINARY GENERAL MEETING OF RIDDHI
CORPORATE SERVICES LIMITED**

NOTICE is hereby given that an Extra-Ordinary General Meeting ("EGM") of the members of Riddhi Corporate Services Limited ("Company") will be held on Tuesday, 18th day of October, 2022, at 01.00 p.m. IST, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), for which purpose the Registered office of the Company shall be deemed as the venue and the proceedings of the EGM shall be deemed to be made thereat, to transact the following business:

RESOLUTION NO. 1

INCREASE IN THE AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION

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

"**RESOLVED THAT** pursuant to the provisions of Sections 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, and the rules issued there under (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Articles of Association of the Company, Consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from 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 to Rs. 13,50,00,000/- (Rupees Thirteen Crore Fifty Lakhs Only) divided into 1,35,00,000 (One Crore Thirty-five Lakhs only) Equity Shares of Rs. 10/- each."

"**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is Rs. 13,50,00,000/- (Rupees Thirteen Crore Fifty Lakhs Only) divided into 1,35,00,000 (One Crore Thirty-five Lakhs only) Equity Shares of 10/- each."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (which expression shall also include a Committee thereof) or any officer / executive / representative and / or any other person so authorized by the Board, be and is hereby authorised to do all such acts, deeds, steps and actions including delegation of any of its powers herein conferred to any of its Directors and / or Company Secretary."

RESOLUTION NO. 2

TO ISSUE AND ALLOT 10,02,000 EQUITY SHARES OF THE COMPANY, EACH HAVING FACE VALUE OF 10/, AT A PRICE OF 143/- PER EQUITY SHARE AND FOR AN AGGREGATE CONSIDERATION OF 14,32,86,000/- (RUPEES FOURTEEN CRORE THIRTY-TWO LAKHS EIGHTY SIX THOUSAND ONLY), ON A PREFERENTIAL BASIS, AS PER BELOW MENTIONED TABLE.

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

"**RESOLVED THAT** pursuant to (i) the provisions of Sections 23(1)(b), 42 and 62 and other applicable provisions, if any of the Companies Act, 2013 (the "Act") read with rules framed thereunder (including any statutory amendments thereto and all modifications or

re-enactments thereof for the time being in force), (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"), (iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), (iv) the provisions of the Memorandum of Association and Articles of Association of the Company, (v) Listing Agreement entered into by the Company with the BSE Limited, where the Equity Shares of the Company are listed (the "Stock Exchange") and subject to the permissions, consents, sanctions and approval from various statutory and/or regulatory authorities, as may be necessary, and subject to such conditions and modifications as might be prescribed by such statutory and/or regulatory authorities while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee(s) constituted / to be constituted by the Board or committee constituted/ to be constituted of management to exercise its powers including the powers conferred by this Resolution), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer, and allot, on a preferential basis, 10,02,000 (Ten Lakhs Two Thousand) Equity Shares having face value of 10/- each (the "Equity Shares"), at a price of 143/- (Rupees One Hundred Forty-Three Only) per Equity Share ("Preferential Allotment") to the below mentioned proposed allottees ("Proposed Allotees"):

SR NO	NAME OF PROPOSED ALLOTTEES	EXISTING CATEGORY	STATUS	NO OF EQUITY SHARES
1	ARCHANA VIJAY LAKHOTIA	PUBLIC	INDIVIDUAL	10000
2	SUNITA BHAIYA	PUBLIC	INDIVIDUAL	12000
3	MAHENDRA ABHAYCHAND TURAKHIA	PUBLIC	INDIVIDUAL	10000
4	TANAISHA DEVANG VYAS	PUBLIC	INDIVIDUAL	15000
5	TRINA DEVANG VYAS	PUBLIC	INDIVIDUAL	15000
6	RAJESH ABHECHAND TURAKHIA	PUBLIC	INDIVIDUAL	30000
7	CHANDAN MAHENDRA TURAKHIA	PUBLIC	INDIVIDUAL	10000
8	KARAN ATUL BORA	PUBLIC	INDIVIDUAL	10000
9	SUDHA DHOOT	PUBLIC	INDIVIDUAL	15000
10	MAMTA CHANDAK	PUBLIC	INDIVIDUAL	20000
11	MAMTA RAKESH NAHAR	PUBLIC	INDIVIDUAL	20000
12	GRETEX SHARE BROKING PVT LTD	PUBLIC	PRIVATE LIMITED	20000
13	ALPESH RAJESH MODI HUF	PUBLIC	INDIVIDUAL	10000
14	MALAV PRAKASHKUMAR SHAH	PUBLIC	INDIVIDUAL	12000
15	KUSHALCHAND VIJYAKUMAR HUF	PUBLIC	INDIVIDUAL	10000
16	RINKU JAIN/BHARAT - ENWPK9313M	PUBLIC	INDIVIDUAL	15000
17	RAJNIKANT MEGHJI SHAH	PUBLIC	INDIVIDUAL	15000
18	NAV RATAN BHAIYA	PUBLIC	INDIVIDUAL	30000
19	KISHORE SHANKARLAL JHAWAR/OM	PUBLIC	INDIVIDUAL	10000
20	NAVNEET	PUBLIC	INDIVIDUAL	10000
21	PANNA GUNCHANDRA MEHTA	PUBLIC	INDIVIDUAL	15000
22	SOUMYA MALANI	PUBLIC	INDIVIDUAL	20000
23	PREM RATAN BHAIYA HUF	PUBLIC	INDIVIDUAL	20000
24	BHAVYA JAIN	PUBLIC	INDIVIDUAL	20000

25	KHUSHIA KALIA	PUBLIC	INDIVIDUAL	20000
26	ANBU CHEZHIAN	PUBLIC	INDIVIDUAL	220000
27	RUDRA MURTHY B V	PUBLIC	INDIVIDUAL	15000
28	CAPRIZE INVESTMENTS LLP	PUBLIC	LLP	10000
29	AVANTIKA RAVINDRA SHUKLA/PRASHANT	PUBLIC	INDIVIDUAL	8000
30	HIRACHAND PADMA JAIN	PUBLIC	INDIVIDUAL	10000
31	DIVYA MAHENDRAKUMAR KANKARIA	PUBLIC	INDIVIDUAL	10000
	TOTAK			10,02,000

RESOLVED FURTHER THAT in terms of Chapter V of the ICDR Regulations, the "Relevant Date" for determining the minimum price for the purpose of the Preferential Allotment shall be September 16, 2022 being the date that is thirty days prior to the date on which the meeting of members of the Company is held to consider the Preferential Allotment.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Investor under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals.
- b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- c) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- d) The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
- e) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- f) The Equity Shares shall be allotted in dematerialised form only within a maximum period of 15 (Fifteen) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including

without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchange for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to Mr.PravinchandraGor, Managing Director and/or Mr.AlpitGor, Wholetime Director of the Company and/or Mr.Mustafa Sibatra, Company Secretary to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

RESOLUTION NO.3:

ISSUE OF UPTO 7,05,000 (SEVEN LAKHS FIVE THOUSAND) WARRANTS EACH CONVERTIBLE INTO, OR EXCHANGEABLE FOR, ONE EQUITY SHARE OF THE COMPANY WITHIN THE PERIOD OF 18 (EIGHTEEN MONTHS) IN ACCORDANCE WITH THE APPLICABLE LAW ("WARRANTS") TO THE CERTAIN IDENTIFIED NON-PROMOTER PERSONS / ENTITIES:

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

"RESOLVED THAT pursuant to the provisions of Section 42, Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force), Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations"), enabling provisions of the Memorandum and Articles of Association of the Company, applicable rules, notifications and circulars issued by the Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the competent statutory and / or regulatory authorities, as maybe applicable or necessary including the Securities and Exchange

Board of India ("SEBI"), BSE Limited ("BSE") and subject to such terms and condition(s), alteration(s), correction(s), change(s) and/or modification(s) as may be prescribed by any of the competent statutory and / or regulatory authorities while granting consent(s), permission(s) or approval(s), and which may be agreed to by the board of directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any committee(s) which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the members of the Company be and is hereby accorded to offer, issue and allot, from time to time in one or more tranches, up to 7,05,000 (Seven Lakhs Five Thousand) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of ₹ 10/- (Rupee Ten Only) ("Equity Share") each ("Warrants") at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of ₹ 143/- (Rupees One Hundred Forty Three) each payable in cash ("Warrant Issue Price"), aggregating upto ₹ 10,08,15,000/- (Rupees Ten Crore Eight Lakhs Fifteen Thousand) ("Total Issue Size") on a preferential basis to persons / entities / body corporates listed below ("Warrant Holder(s)" / "Proposed Allottee(s)") subject to the maximum entitlement of each Warrant Holder as specified below and upon receipt of ₹ 36/- (Rupees Thirty Six Only) for each Warrants, which is equivalent to 25% (Twenty-Five per cent) of the Warrant Issue Price as upfront payment ("Warrant Subscription Price") entitling the Warrant Holder(s) to apply for and get allotted one fully paid-up equity share of the Company of face value of ₹ 10/- each against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, on payment of ₹ 107/- (Rupees One Hundred Seven only) which is equivalent to 75% (Seventy-Five per cent) of the Warrant Issue Price , for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this issue, provisions of ICDR Regulations, or other applicable laws in this respect:

Sr No	Names	Maximum no of warrants to be allotted
A. Promoters of the company		
Nil	Nil	Nil
B. Others		
1	SUNIL PRAVINBHAI PANDYA	199995
2	CHANDRIKABEN PRAVINCHANDRA PANDYA	200000
3	MAYUR PARIKH	5005
4	HARSH SHAH	300000
	TOTAL	7,05,000

"RESOLVED FURTHER THAT the Company hereby notes and takes on record that in accordance with the provisions of Regulation 161 of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the floor price for the issue of equity shares of the Company pursuant to the exercise of conversion of the Warrants is determined to be 16th September, 2022, and the floor price for the preferential issue on the aforesaid Relevant Date pursuant to regulation 164(1) of the ICDR Regulations is ₹ 142.47(Rupees One Hundred Forty-two and Forty-Seven Paise only).

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the Warrants issued shall be subject to the following terms and conditions:

1. In accordance with the provisions of Chapter V of ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by the Warrant Holders to the

Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid at the time of exercise of option to apply for fully paid -up Equity shares of ₹ 10/- each of the Company, against each such Warrants held by the Warrant Holder.

2. The Warrant Holders shall be entitled to exercise his option to convert any or all of the warrants into equity shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Warrant Holders

3. The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into to the designated bank account of the Company.

4. Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Warrant Holder.

5. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited.

6. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank paripassu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend.

7. The Warrants by itself, until exercised and converted into equity shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.

8. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations.”

“RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue certificates/ clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Gujarat

("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**By order of the Board of Directors
For Riddhi Corporate Services Limited**

**Date: 26th September, 2022
Place: Ahmedabad**

**Alpit Pravinchandra Gor
Wholetime Director
DIN: 03041615**

**Registered office:
10, MILL OFFICERS COLONY, BEHIND OLD RBI,
ASHRAM ROAD, AHMEDABAD,
GUJARAT, INDIA – 380009.**

Notes: -

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at-least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.riddhicorporate.co.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose EGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTEE-VOTING AND E-VOTING DURING EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins at 09.00 AM on 15th October 2022 and ends at 05.00 PM on 17th October 2022. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 11nd October 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com.

	<p>Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participant s (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none">• 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.

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN "**220926021**" for the Riddhi Corporate Services Limited on which you choose to vote.
- 11) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as

desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - 13) 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.
 - 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - 16) 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.
 - 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (vi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be de link in case of any wrong mapping.
 - It is Mandatory that, 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.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@rcspl.net or cs@rcspl.net, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss

- due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **03 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **03 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investor@rcspl.net or cs@rcspl.net . These queries will be replied to by the company suitably by email.
 8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
 10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact attoll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

**By order of the Board of Directors
For Riddhi Corporate Services Limited**

**Date: 26th September, 2022
Place: Ahmedabad**

**Alpit Pravinchandra Gor
Wholetime Director
DIN: 03041615**

**Registered office:
10, MILL OFFICERS COLONY, BEHIND OLD RBI,
ASHRAM ROAD, AHMEDABAD,
GUJARAT, INDIA – 380009.**

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

As required under Section 102 read with Section 110 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the special businesses mentioned in the accompanying Notice.

Item No. 1

Considering the overall business growth and future expansion and the operational needs of the Company, the Company needs to raise funds for its operations by means of either equity or further debt. While the Company is considering the various options, it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules, amendments thereof to consider option of raising equity funds as per the applicable provisions of the Companies Act, 2013 and rules made thereunder and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations) and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI SAST Regulations), collectively known as SEBI Regulations, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as amended from time to time.

Section 61 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force) provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its general meeting or through Postal ballot, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares.

As currently the Company has a very small room in authorised share capital to consider any equity fund raise, Board of directors of the company in its meeting held on 22nd September, 2022 proposed to increase the Authorised Share Capital of the Company 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 to Rs. 13,50,00,000/- (Rupees Thirteen Crore Fifty Lakhs Only) divided into 1,35,00,000 (One Crore Thirty-five Lakhs only) Equity Shares of Rs. 10/- each

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

The above-mentioned increase in the Authorised Share Capital of the Company and subsequent alteration of aforesaid clause of Memorandum of Association will require approval of the Members. The Board of Directors recommends the resolutions at item nos. 1 to be passed as Ordinary Resolution(s).

It is requested to note that the draft of the Altered Memorandum of Association of the Company shall be open for inspection of the members at the Registered Office of the Company during 11:00 AM (IST) to 5:00 PM (IST) on all working days (Monday – Friday) (i.e. except Saturday(s), Sunday(s) and Public Holidays) from the date of dispatch of the Notice till the last date for voting.

None of the Directors/Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution(s) as mentioned at item nos. 1 above, except to the extent of their shareholding, if any

Item No. 2

Your Company proposes to raise fresh capital of Rs. 14,32,86,000/- (Rupees Fourteen Crores Thirty Two Lakhs Eighty Six Thousand Only) by issuing and allotting 10,02,000 Equity Shares of the Company, each of face value of 10/ (Rupees Ten Only), at a price of Rs. 143/ (Rupees One Hundred Forty Three Only) per Equity Share, in the following manner (collectively, "Preferential Allotment"):

Sr No	Name of proposed Allottees	Category	No of Shares to be issued	Aggregate Consideration
1	ARCHANA VIJAY LAKHOTIA	Public	10000	1716000
2	SUNITA BHAIYA	Public	12000	2145000
3	MAHENDRA ABHAYCHAND TURAKHIA	Public	10000	3575000
4	TANAISHA DEVANG VYAS	Public	15000	14300000
5	TRINA DEVANG VYAS	Public	15000	14300000
6	RAJESH ABHECHAND TURAKHIA	Public	30000	7150000
7	CHANDAN MAHENDRA TURAKHIA	Public	10000	3575000
8	KARAN ATUL BORA	Public	10000	7150000
9	SUDHA DHOOT	Public	15000	3575000
10	MAMTA CHANDAK	Public	20000	1430000
11	MAMTA RAKESH NAHAR	Public	20000	1430000
12	GRETEX SHARE BROKING PVT LTD	Public	20000	14300000
13	ALPESH RAJESH MODI HUF	Public	10000	1430000
14	MALAV PRAKASHKUMAR SHAH	Public	12000	1716000
15	KUSHALCHAND VIJYAKUMAR HUF	Public	10000	1430000
16	RINKU JAIN/BHARAT - ENWPK9313M	Public	15000	2145000
17	RAJNIKANT MEGHJI SHAH	Public	15000	2145000
18	NAV RATAN BHAIYA	Public	30000	4290000
19	KISHORE SHANKARLAL JHAWAR/OM	Public	10000	1430000
20	NAVNEET	Public	10000	1430000
21	PANNA GUNCHANDRA MEHTA	Public	15000	2145000
22	SOUMYA MALANI	Public	20000	2860000
23	PREM RATAN BHAIYA HUF	Public	20000	2860000
24	BHAVYA JAIN	Public	20000	2860000
25	KHUSHIA KALIA	Public	20000	2860000
26	ANBUCEZHIAN	Public	220000	32890000
27	RUDRA MURTHY B V	Public	15000	2145000
28	CAPRIZE INVESTMENTS LLP	Public	10000	1430000
29	AVANTIKA RAVINDRA SHUKLA/PRASHANT	Public	8000	1144000
30	HIRACHAND PADMA JAIN	Public	10000	1430000
31	DIVYA MAHENDRAKUMAR KANKARIA	Public	10000	1716000
	Total		10,02,000	Rs. 14,32,86,000/-

The Preferential Allotment represents 08.10 % of the Company's enhanced Equity Share capital post the issue.

The promoters, directors of the Company and Key Managerial Personnel are not intent to subscribe the equity shares. The Board of directors of the Company in their meeting held

on Thursday, September 22, 2022 subject to necessary approval(s), have approved the Preferential Allotment. In terms of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 (the "Act") and rules made thereunder, and in accordance with the provisions of Chapter V "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, the Preferential Allotment requires approval of the Members by way of a Special Resolution. The Board therefore, seeks approval of the Members as set out in the notice, by way of a Special Resolution.

Salient features of the preferential issue of Equity Shares are as under:

1. The proposed issue and allotment of Equity Shares on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Act read with the applicable provisions of the rules made thereunder.

2. The 'Relevant Date' determined in accordance with the provisions of Regulation 161 of ICDR Regulations falls on Saturday , September 17, 2022, being 30 days prior to the date of the EGM convened to obtain the approval of the Members. However September 17, 2022 being a weekend and in view of explanation to Regulation 161 of the ICDR Regulations, the effective relevant date for the purpose of determining the minimum issue price in accordance Regulation 164(1) of Chapter V of the ICDR Regulations, is considered to be Friday, September 16, 2022 ("Relevant Date") (i.e. the day preceding the weekend i.e. Sunday and Saturday).

3. In terms of Regulation 164 of the ICDR Regulations the price at which the Equity Shares being proposed to be allotted on preferential basis shall not be less than the higher of the following:

a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date;

or

b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

'Stock Exchange' for the purpose of this clause means recognized stock exchange in which the highest trading volume in respect of the Equity shares of the Company has been recorded during the preceding 90 days prior to the relevant date.

4. The volume weighted average price as computed on the above basis during 90 days preceding the relevant date is 139.52 per Equity Share whereas during 10 days preceding the relevant date is 142.47 per Equity Share. The higher of the two prices calculated is 142.47 per Equity Share and the issue price is 143/- (Rupees One Hundred Forty Three Only) per Equity Share which is higher than the two calculated prices. The valuation report obtained from Bhavan Trivedi, Registered valuer is available at the registered office of the Company and is also placed on the website of the Company at www.riddhicorporateco.in.

5. This is the first preferential issue of equity shares by the Company in this financial year and no other persons have been allotted any securities on a preferential basis during the current year.

Following disclosures for the issue of Equity Shares on preferential basis are made in accordance with the provisions of Section 42, 62 (1)(c) of the Act and Rule 13 of the Companies (Share Capital and Debentures Rules), 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the ICDR Regulations:

a. Object of the issue:

- The fund raised through preferential issue would be used for the future expansion of business.
- The huge capital infusion would affect business in a positive manner and have positive impact on all stakeholders such as employees, customers and shareholders.

b. Maximum number of specified securities to be issued:

Maximum number of Equity Shares to be issued by the Company is 10,02,000 Equity Shares.

c. Intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the offer:

No Promoter or Director(s) would be subscribing to the preferential issue approved by this resolution.

d. Shareholding pattern before and after the proposed preferential issue:

Shareholding Pattern before and after the proposed issue based on the shareholding as on September 16, 2022 is given below:

Category of Share holders	Pre-issue		Post-Allotment*	
	No of Equity Shares	% of holding	No of Equity Shares	% of holding
Promoter & Promoter Group				
1 Indian				
a. Individuals / HUF	81,02,270	71.23%	81,02,270	65.46%
b. Central / State Government	Nil	Nil	Nil	Nil
c. Financial Institutions / Banks	Nil	Nil	Nil	Nil
d. Bodies Corporate	Nil	Nil	Nil	Nil
e. Promoters Trusts	Nil	Nil	Nil	Nil
f. Person Acting in Concert	Nil	Nil	Nil	Nil
2. Foreign	Nil	Nil	Nil	Nil
Total Promoter / Promoter Group (A)	81,02,270	71.23%	81,02,270	65.46%
Public Shareholders				
1. Institutions	Nil	Nil	Nil	Nil
2. Central / State Government	Nil	Nil	Nil	Nil
3. Non-Institutions	32,72,730	28.77%	42,74,730	34.54%
Total Public Shareholding (B)	32,72,730	28.77%	42,74,730	34.54%
TOTAL (A+B)	1,13,75,000	100.00%	1,23,77,000	100.00%

***after considering effect of Allotments done through Preferential Issue only.**

e. Proposed time within which the allotment shall be completed:

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

f. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Sr No	Name of the Proposed Allottees	Ultimate Beneficial Owners (If applicable)	Pre Issue Equity holding		No. of shares to be allotted	Post issue Equity holding)	
			No of Shares	%		No of Shares	%
1	GretexShare Broking Private Limited	BONANZA AGENCY LLP through its Designated Partners Mrs.RajkumariHarlalka&Mrs .Anita Harlalka	NA	NA	20000	20000	00.16 %

g. the percentage of post preferential issue capital held by the proposed allottees:

Sr No	Name of Proposed Allottees	No of Equity Shares proposed to be allotted*	Post-Issue holding	% of Post Issue Paid-up Capital
1	ARCHANA VIJAY LAKHOTIA	10000	10000	00.08 %
2	SUNITA BHAIYA	12000	12000	00.10 %
3	MAHENDRA ABHAYCHAND TURAKHIA	10000	70000	00.57 %
4	TANAISHA DEVANG VYAS	15000	15000	00.12 %
5	TRINA DEVANG VYAS	15000	15000	00.12 %
6	RAJESH ABHECHAND TURAKHIA	30000	30000	00.24 %
7	CHANDAN MAHENDRA TURAKHIA	10000	24404	00.20 %
8	KARAN ATUL BORA	10000	10000	00.08 %
9	SUDHA DHOOT	15000	15000	00.12 %
10	MAMTA CHANDAK	20000	20000	00.16 %
11	MAMTA RAKESH NAHAR	20000	20000	00.16 %
12	GRETEX SHARE BROKING PVT LTD	20000	20000	00.16 %
13	ALPESH RAJESH MODI HUF	10000	10000	00.08 %
14	MALAV PRAKASHKUMAR SHAH	12000	12000	00.10 %
15	KUSHALCHAND	10000	10000	00.08 %

	VIJYAKUMAR HUF			
16	RINKU JAIN/BHARAT - ENWPK9313M	15000	15000	00.12 %
17	RAJNIKANT MEGHJI SHAH	15000	15000	00.12 %
18	NAV RATAN BHAIYA	30000	30000	00.24 %
19	KISHORE SHANKARLAL JHAWAR/OM	10000	10000	00.08 %
20	NAVNEET	10000	10000	00.08 %
21	PANNA GUNCHANDRA MEHTA	15000	15000	00.12 %
22	SOUMYA MALANI	20000	20000	00.16 %
23	PREM RATAN BHAIYA HUF	20000	20000	00.16 %
24	BHAVYA JAIN	20000	20000	00.16 %
25	KHUSHIA KALIA	20000	20000	00.16 %
26	ANBUCHZHIAN	220000	220000	01.78 %
27	RUDRA MURTHY B V	15000	15000	00.12 %
28	CAPRIZE INVESTMENTS LLP	10000	10000	00.08 %
29	AVANTIKA RAVINDRA SHUKLA/PRASHANT	8000	8000	00.06 %
30	HIRACHAND PADMA JAIN	10000	10000	00.08 %
31	DIVYA MAHENDRAKUMAR KANKARIA	10000	10000	00.08 %
	Total	10,02,000		05.99%

***Subject to necessary approvals**

h. Change in control:

The proposed allotment on preferential basis, will not mandatorily result in change in management or control of the Company as per the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

i. Lock-in period:

The proposed allottees, have not sold or transferred any Equity Shares of the Company during the 90 days prior to the relevant date. The Equity Shares allotted pursuant to the proposed preferential issue, shall be subject to lock-in as per ICDR Regulations.

j. Undertaking as to recomputation of price and lock-in of the specified securities in terms of the provision of these regulations:

Since the Equity Shares of the Company has been listed on the recognized stock exchange for a period of more than 90 days prior to the relevant date, the Company is not required to recompute the price of Equity Shares and therefore the Company is not required to submit the undertaking specified under Regulations 163(1)(g) and (h) of the ICDR Regulations.

k. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter:

The current and proposed status of the allottees post Preferential Issue shall be as mentioned below:

Sr No	Name of Proposed Allottees	Current	Proposed Status
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		Status	post preferential issue
1	ARCHANA VIJAY LAKHOTIA	Non-promoter	Non-promoter
2	SUNITA BHAIYA	Non-promoter	Non-promoter
3	MAHENDRA ABHAYCHAND TURAKHIA	Non-promoter	Non-promoter
4	TANAISHA DEVANG VYAS	Non-promoter	Non-promoter
5	TRINA DEVANG VYAS	Non-promoter	Non-promoter
6	RAJESH ABHECHAND TURAKHIA	Non-promoter	Non-promoter
7	CHANDAN MAHENDRA TURAKHIA	Non-promoter	Non-promoter
8	KARAN ATUL BORA	Non-promoter	Non-promoter
9	SUDHA DHOOT	Non-promoter	Non-promoter
10	MAMTA CHANDAK	Non-promoter	Non-promoter
11	MAMTA RAKESH NAHAR	Non-promoter	Non-promoter
12	GRETEX SHARE BROKING PVT LTD	Non-promoter	Non-promoter
13	ALPESH RAJESH MODI HUF	Non-promoter	Non-promoter
14	MALAV PRAKASHKUMAR SHAH	Non-promoter	Non-promoter
15	KUSHALCHAND VIJYAKUMAR HUF	Non-promoter	Non-promoter
16	RINKU JAIN/BHARAT - ENWPK9313M	Non-promoter	Non-promoter
17	RAJNIKANT MEGHJI SHAH	Non-promoter	Non-promoter
18	NAV RATAN BHAIYA	Non-promoter	Non-promoter
19	KISHORE SHANKARLAL JHAWAR/OM	Non-promoter	Non-promoter
20	NAVNEET	Non-promoter	Non-promoter
21	PANNA GUNCHANDRA MEHTA	Non-promoter	Non-promoter
22	SOUMYA MALANI	Non-promoter	Non-promoter
23	PREM RATAN BHAIYA HUF	Non-promoter	Non-promoter
24	BHAVYA JAIN	Non-promoter	Non-promoter
25	KHUSHIA KALIA	Non-promoter	Non-promoter
26	ANBUCHAZHIAN	Non-promoter	Non-promoter
27	RUDRA MURTHY B V	Non-promoter	Non-promoter
28	CAPRIZE INVESTMENTS LLP	Non-promoter	Non-promoter
29	AVANTIKA RAVINDRA SHUKLA/PRASHANT	Non-promoter	Non-promoter
30	HIRACHAND PADMA JAIN	Non-promoter	Non-promoter
31	DIVYA MAHENDRAKUMAR KANKARIA	Non-promoter	Non-promoter

I. Undertakings:

- The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.
- The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so
- If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
- None of the Company, its Directors or Promoters have been declared as 'wilful defaulter' or 'fraudulent borrower' as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a 'fugitive economic offender' as defined under the SEBI ICDR Regulations.

- The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

m. Company Secretary's Certificate:

A copy of the certificate issued by M/S Amrish Gandhi & Associates., Practicing Company Secretary, the Statutory Auditors of the Company, certifying that the proposed preferential issue of Equity Shares is being made in accordance with the requirements contained in Chapter V of the ICDR Regulations, will be available electronically for inspection by the members during the Extra-Ordinary General Meeting of the Company to be held on October 18, 2022. Relevant documents referred to in the accompanying Notice and the Explanatory Statement will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to cs@rcspl.net

n. Other Disclosures:

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares under the Preferential Issue is for a cash consideration.

m. Wilful Defaulter or Fraudulent Borrower

Neither the issuer nor any of its promoters or directors are wilful defaulter or Fraudulent Borrower.

Item Nos. 3

IN LIGHT OF THE EXPANDING SCOPE OF THE COMPANY'S BUSINESS OPERATIONS AND OTHER CAPITAL REQUIREMENT, THE COMPANY NEEDS TO RAISE ADDITIONAL FUNDS TO MEET ITS OPERATING EXPENDITURE FOR NEXT 2 (TWO) YEARS.

Towards this, it is proposed to issue and allot up to 7,05,000 (Seven Lakhs Five Thousand) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of ₹ 10/- (Rupee Ten Only) ("Equity Share") each ("Warrants") at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of ₹ 143/- (Rupees One Hundred Forty Three) each to be payable in cash ("Warrant Issue Price"), aggregating upto upto ₹ 10,08,15,000/- (Rupees Ten Crore Eight Lakhs Fifteen Thousand) ("Total Issue Size") on a preferential basis to the Promoter and certain other identified persons / entities / body corporates ("Warrant Holder(s)" / "Proposed Allottee(s)") , on preferential basis since raising funds through Preferential Issue is considered to be most cost & time effective way for raising additional capital.

The issue and allotment of Warrants including resultant equity shares arising out of exercise of option attached to Warrants to the Proposed Allottees has been approved by the Board of the Company on 22nd September, 2022, subject to the approval of Members of the Company and other necessary approval(s) and shall be on the terms and conditions, as mentioned below:

- a. Pursuant to Regulation 160(c) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the allotment of the

Warrants (including the Equity Shares to be allotted on conversion of such Warrants) shall be made only in dematerialised form.

- b. In accordance with the provisions of Regulation 161 of ICDR Regulations, the 'Relevant Date' for the Warrant issue is determined to be Saturday, September 16, 2022.
- c. In accordance with the applicable provisions of the ICDR Regulations an amount of ₹ 36/- (Rupees Thirty Six Thousand Only) which is equivalent to 25% (Twenty-Five per cent) of the Warrant Issue Price shall be paid by the Warrant Holders to the Company as upfront payment ("Warrant Subscription Price").
- d. The Warrant Holders shall be, subject to the ICDR Regulations and other applicable rules, regulations and laws, entitled to exercise the conversion rights attached to the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed exchanged or converted with / into the Equity Shares of the Company and making payment at the rate of ₹ 107/- (Rupees One Hundred Seven only) being 75% (Seventy-Five per cent) of the Warrant Issue Price ("Warrant Exercise Price") in respect of each Warrant proposed to be converted by the Warrant Holder.
- e. On receipt of such application from a Warrant Holder, the Company shall without any further approval from the shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Warrant Holders.
- f. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited.
- g. The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company and Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as per the provisions of the ICDR Regulations.
- h. The Equity Shares allotted on exercise of the Warrants shall only be in dematerialized form and shall rank paripassu with the then existing Equity Shares of the Company including entitlement to voting powers and dividend.
- i. The proposed issue and allotment of the Warrants and the exercise of option thereof will be governed by the Memorandum and Articles of Association of the Company, the Act, the ICDR Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018, as amended, ("Listing Regulations"), applicable rules, notifications and circulars issued by the Reserve Bank of India and such other acts / rules / regulations as maybe applicable and subject to necessary approvals / consents, if any, from the statutory and / or regulatory authorities, as maybe applicable including the Securities and Exchange Board of India ("SEBI"). Friday, September 16, 2022
- j. The allotment of the Warrants is subject to the Proposed Allottees not having sold any Equity Shares of the Company during the 90 trading days preceding the

Relevant Date i.e., Monday, March 16, 2022. The Proposed Allottees has represented that the Proposed allottees has not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.

The details of the Warrant issue and other particulars and relevant disclosures as, inter alia, required under of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and under Regulation 163 of the ICDR Regulations are set out below:

1. Objects of the preferential issue:

In light of the expanding scope of the Company's business operations and other capital requirement, the Company needs to raise additional funds for future expansion of business.

2. Maximum number of specified securities to be issued:

Up to 7,05,000 (Seven Lakhs Five Thousand) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company presently have face value of ₹ 10/- (Rupee Ten Only) ("Equity Share") each ("Warrants") at a price (including the Warrant Subscription Price and the warrant exercise price) of ₹ 143/- (Rupees One Hundred Forty Three Only) each to be payable in cash ("Warrant Issue Price"), aggregating upto ₹ 10,08,15,000/- (Rupees Ten Crore Eight Lakhs Fifteen Thousand Only) ("Total Issue Size"), out of which 25% (Twenty-Five per cent) of the Warrant Issue Price shall be paid by the Warrant Holders to the Company before the allotment of Warrant ("Warrant Subscription Price") and 75% (Seventy-Five per cent) of the Warrant Issue Price ("Warrant Exercise Price") shall be paid by the Warrant Holders to the Company upon exercise of Warrant entitlement.

3. Intent of the Promoters, Director(s) or Key Managerial Personnel of the Company to subscribe to the offer:

No Share warrant is to be offered / issued to the Promoters, Director(s) or Key Managerial Personnel of the Company.

7. Relevant Date and Warrant Issue Price:

The 'Relevant Date' determined in accordance with the provisions of Regulation 161 of ICDR Regulations falls on Saturday, September 17, 2022, being 30 days prior to the date of the EGM convened to obtain the approval of the Members. However September 17, 2022 being a weekend and in view of explanation to Regulation 161 of the ICDR Regulations, the effective relevant date for the purpose of determining the minimum issue price in accordance Regulation 164(1) of Chapter V of the ICDR Regulations, is considered to be Friday, September 16, 2022 ("Relevant Date") (i.e. the day preceding the weekend i.e. Sunday and Saturday). The minimum issue price or Floor Price for issue of Warrants as determined in accordance with Regulation 164(1) read with Regulation 161 of Chapter V of the ICDR Regulations is ₹ 142.47 (Rupees One Hundred Forty-two and Forty-Seven Paise only). In view of the above, the Board has approved a Warrant Issue Price of ₹ 143/- (Rupees One Hundred Forty Three Only) per Warrant. The valuation report obtained from Bhavan Trivedi, Registered valuer is available at the registered office of the Company and is also placed on the website of the Company at www.riddhicorporate.co.in

8. Basis or Justification of Warrant issue price:

8.1 The proposed issue of Warrant on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Act read with the applicable provisions of the rules made thereunder.

8.2 The Relevant Date for the pricing of the Equity Shares to be issued pursuant to the aforesaid Preferential Allotment was supposed to be September 16, 2022, being 30 days prior to the date of this Extra-Ordinary General Meeting.

8.3 In terms of the provisions Regulation 164(1) of ICDR Regulations the price at which Warrants shall be allotted shall not be less than higher of the following:

a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date;

or

b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

8.4 Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 161 of Chapter V of the ICDR Regulations is ₹ 142.47 (Rupees One Hundred Forty-two and Forty-Seven Paise only). In view of the above, the Board of the Company has fixed the Warrant Issue price (i.e. the price including the Warrant Subscription Price and the Warrant Exercise Price) of ₹ ₹ 143/- (Rupees One Hundred Forty Three Only) which is above the Minimum Price as determined in compliance with the requirements of the ICDR Regulations.

9. Undertaking as to re-computation of price and lock-in of specified securities

The Company shall re-compute the price of the Warrants and/or the number of Equity Shares to be allotted on exercise of the Warrants, in terms of the provision of Regulation 166 of the ICDR Regulations or any other applicable laws, where it is required to do so. The Company further undertakes that if the amount payable on

account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holder.

10. Change in control, if any in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of Warrants including their conversion thereof into Equity Shares of the Company.

11. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

None

12. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

13. Lock –in period:

13.1 The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

13.2 The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

14. Listing

The Company will make an application to BSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank paripassu with the then existing Equity Shares of the Company, including voting rights and dividend.

15. Company Secretary's Certificate::

A copy of the certificate issued by M/S Amrish Gandhi & Associates., Practicing Company Secretary, certifying that the proposed preferential issue of Warrants is being made in accordance with the requirements contained in Chapter V of the ICDR Regulations, will be available electronically for inspection by the members during the Extra-Ordinary General Meeting of the Company to be held on October 18, 2022. Relevant documents referred to in the accompanying Notice and the Explanatory Statement will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to cs@rcspl.net.

16. Other Disclosures/Undertaking:

The Proposed Allottees has not sold any Equity Shares during the six months preceding the Relevant Date.

None of the directors or managers of key managerial personnel of the company or the relatives of the said persons are interested in the said resolution.

In terms of the provisions of Section 42, Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and other applicable provisions, if any (including any statutory modifications(s) or re-enactment

thereof, for the time being in force), Regulation 160(b) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), Chapter V of ICDR Regulations the said Warrant issue requires prior approval of the shareholders of the Company by way of a special resolution.

The Board believes that the proposed Warrant issue is in the best interest of the Company and its shareholders and therefore recommends the special resolution as set out herein in the accompanying notice for your approval.

Pursuant to Regulation 23(4) of the Listing Regulations all related parties shall not vote on all resolutions for approval of material related party transactions, irrespective of the fact whether the entity is a related party to a particular transaction or not. However, section 188 of the Companies Act, 2013 read with relevant rules and other applicable provisions does not list down the proposed preferential issue as a related party transaction and thereby permits the related party to vote on the transaction which are not covered under section 188(1) of the Companies Act, 2013. This notice is given accordingly in terms of the said Listing Regulations and the said provisions of the Companies Act, 2013 for consideration of the resolution and the related parties votes shall be ignored for compliance with Regulation 23(4) of the Listing Regulations but shall be taken into consideration for compliance with the provisions of the Companies Act, 2013.

17. Wilful Defaulter or Fraudulent Borrower

Neither the issuer nor any of its promoters or directors are wilful defaulter or Fraudulent Borrower.

**By order of the Board of Directors
For Riddhi Corporate Services Limited**

**Date: 26th September, 2022
Place: Ahmedabad**

**Alpit Pravinchandra Gor
Wholetime Director
DIN: 03041615**

**Registered office:
10, MILL OFFICERS COLONY, BEHIND OLD RBI,
ASHRAM ROAD, AHMEDABAD,
GUJARAT, INDIA – 380009.**