



HAMPTON SKY REALTY LIMITED

HAMPTON/2024-25
Dated: September 07, 2024

The Manager,
BSE Limited
Department of Corporate Services
Floor 25, P.J. Towers, Dalal Street
Mumbai - 400 001
Email: corp.relations@bseindia.com

BSE Scrip Code: 526407

Sub: “Intimation of 37th Annual General Meeting”

Dear Sir/Madam,

This is to inform you that Thirty Seventh (37th) Annual General Meeting (“AGM”) of the Members of **HAMPTON SKY REALTY LIMITED** (*formerly known as Ritesh Properties and Industries Limited*) will be held on Monday, 30th day of September, 2024 at 12.15 P.M. through video conferencing (‘VC’)/other audio visual means (“OAVM”) in accordance with the applicable provisions of the Companies act, 2013 (“Act”) and the rules made thereunder, read with General Circular No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (“MCA”), Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by Securities and Exchange Board of India and other applicable circulars (Collectively referred as “Applicable Circulars”). The copy of notice of the aforesaid Meeting is enclosed for your records which is being posted on the website of the Company i.e. <https://hamptonsky.in/pdf/Hampton-Sky-Realty-Limited-Annual-Report-2023-2024.pdf>

We would like to inform you that in respect of 37th Annual General Meeting to be held on Monday, September 30th, 2024, the voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members on Monday 23rd September, 2024.

The Remote Evoting Start Date and time is Friday 27th September, 2024 at 09:00 am onwards.
The Remote Evoting end Date and time is Sunday 29th September, 2024 at 05:00 pm.

Thanking You,
Yours Faithfully,
For Hampton Sky Realty Limited
(*formerly known as Ritesh Properties and Industries Limited*)

Tarandeep Kaur
Company Secretary
[Membership No. A42144]

Encl. as above



HAMPTON SKY REALTY LIMITED

HAMPTON SKY REALTY LIMITED

(Formerly Known as Ritesh Properties and Industries Limited)

Regd. Office: 205, Second Floor, Kirti Mahal, Rajendra Place, Patel Nagar, West New Delhi,
Central Delhi DL 110008 IN

Ph: +91-9212359076

Email-ID: riteshlimited8@gmail.com.

Website: www.hamptonsky.in

CIN: L74899DL1987PLC027050

AGM NOTICE

NOTICE IS HEREBY GIVEN THAT THE 37th ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF HAMPTON SKY REALTY LIMITED (FORMERLY KNOWN AS RITESH PROPERTIES AND INDUSTRIES LIMITED) ("THE COMPANY") FOR THE FINANCIAL YEAR ENDED 31st MARCH 2024 WILL BE HELD ON MONDAY, 30th DAY OF SEPTEMBER 2024 AT 12:15 PM (IST) THROUGH VIDEO CONFERENCING ("VC")/OTHER AUDIO-VISUAL MEANS ("OAVM") FACILITY TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. TO RECEIVE, CONSIDER AND ADOPT:

The Audited Standalone Financial Statements and the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2024, together with the Reports of the Board of Directors and the Auditors thereon;

2. TO APPOINT A DIRECTOR IN PLACE OF MR. SANJEEV ARORA, (DIN: 00077748), WHOSE OFFICE OF DIRECTORSHIP IS LIABLE TO RETIRE BY ROTATION AT THE ENSUING ANNUAL GENERAL MEETING, AND WHO, BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** Mr. Sanjeev Arora, (DIN: 00077748), whose office of directorship is liable to retire by rotation at the ensuing Annual General Meeting, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company."

SPECIAL BUSINESS:

3. TO APPOINT DR. SANDEEP PURI (DIN: 10757596) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the

provisions of Regulation 17, 25 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") as amended from time to time and other applicable laws, and enabling provisions of the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to such other approvals as may be required, Dr. Sandeep Puri (DIN: 10757596), who was appointed as an Additional Director in the capacity of an Independent Director, pursuant to the provisions of Section 161(1) of the Act and who meets the criteria for independence ascribed under the Act and the Rules made thereunder and as ascribed under the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed and regularised as an Independent Director of the Company, not liable to retire by rotation, and to hold office for a term of 5 (five) consecutive years with effect from 05th September 2024 to 04th September 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company or any other person authorized by the Board be and is hereby severally and/ or jointly authorized to take such steps and to do all such acts, deeds, matters and things as may be considered necessary or desirable in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution and also to make such alteration and modifications, as may be required.

4. TO APPOINT DR. SULBHA JINDAL (DIN: 10766818) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of Regulation 17, 25 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") as amended



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from time to time and other applicable laws, and enabling provisions of the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to such other approvals as may be required, Dr. Sulbha Jindal (DIN: 10766818), who was appointed as an Additional Director in the capacity of an Independent Director, pursuant to the provisions of Section 161(1) of the Act and who meets the criteria for independence ascribed under the Act and the Rules made thereunder and as ascribed under the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Independent Director, be and is hereby appointed and regularised as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 05th September 2024 to 04th September 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company or any other person authorized by the Board be and is hereby severally and/ or jointly authorized to take such steps and to do all such acts, deeds, matters and things as may be considered necessary or desirable in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution and also to make such alteration and modifications, as may be required.

5. TO APPOINT MR. PROBIR ARORA (DIN: 10032179) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of Regulation 17, 25 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time and other applicable laws, and enabling provisions of the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to such other approvals as may be required, Mr. Probir Arora (DIN: 10032179), who was appointed as an Additional Director in the capacity of an Independent Director, pursuant to the provisions of Section 161(1) of the Act and who meets the criteria for independence ascribed under the Act and the Rules made thereunder and as ascribed under the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed and regularised as an Independent Director of the Company,

not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 05th September 2024 to 04th September 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company or any other person authorized by the Board be and is hereby severally and/ or jointly authorized to take such steps and to do all such acts, deeds, matters and things as may be considered necessary or desirable in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution and also to make such alteration and modifications, as may be required.

6. TO APPOINT MS. BENU SEHGAL (DIN: 03556496) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of Regulation 17, 25 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time and other applicable laws, and enabling provisions of the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to such other approvals as may be required, Ms. Benu Sehgal (DIN: 03556496), who was appointed as an Additional Director in the capacity of an Independent Director, pursuant to the provisions of Section 161(1) of the Act and who meets the criteria for independence ascribed under the Act and the Rules made thereunder and as ascribed under the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed and regularised as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years with effect from 05th September 2024 to 04th September 2029.

RESOLVED FURTHER THAT the Board of Directors of the Company or any other person authorized by the Board be and is hereby severally and/ or jointly authorized to take such steps and to do all such acts, deeds, matters and things as may be considered necessary or desirable in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution and also to make such alteration and modifications, as may be required.



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7. TO APPOINT MR. RUPINDER SINGH SABHARWAL (DIN:03592557) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the provisions of Regulation 17, 25 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time and other applicable laws, and enabling pursuant to the provisions of the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and subject to such other approvals as may be required, the appointment of Mr. Rupinder Singh Sabharwal (DIN:03592557), who was appointed as an Additional Director in the capacity of, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and who meets the criteria for independence ascribed under the Act and the Rules made thereunder and as ascribed under the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby appointed and regularised being eligible, as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, i.e. with effect from 07th September 2024 to 06th September 2029, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company or any other person authorized by the Board be and is hereby severally and/ or jointly authorized to take such steps and to do all such acts, deeds, matters and things as may be considered necessary or desirable in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution and also to make such alteration and modifications, as may be required”

8. APPOINTMENT OF MRS. SANDHYA ARORA (DIN: 07425174) AS A NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and enabling provisions of the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company and subject to such other approvals as may be required, the consent of the members be and is hereby accorded for the appointment of Mrs. Sandhya Arora (DIN: 07425174) as Non-Independent Non-Executive Director of the Company with effect from 05th September 2024, liable to retire by rotation, who was appointed as an Additional Director (Non-Independent Non-Executive), pursuant to the provisions of Section 161(1) of the Act and who has given her consent to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company or any other person authorized by the Board of Directors be and is hereby severally and/ or jointly authorised to take such steps and to do all such acts, deeds, matters and things as may be considered necessary or desirable in this regard for and on behalf of the Company, including but not limited to, filing of necessary forms, returns and submissions under the Act to give effect to this resolution and also to make such alteration and modifications, as may be required.

9. RE-APPOINTMENT OF MR. SANJEEV ARORA AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit to pass the following resolution(s) as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 ('Act') and the rules framed thereunder, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), enabling provisions of Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee, and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Sanjeev Arora (DIN: 00077748), as Chairman and Managing Director of the Company for a period of 3 years with effect from 1st August, 2025 till 31st July, 2028, on the terms and conditions as set out in the Explanatory Statement of this resolution, with powers to the Board of Directors to alter, amend, vary and modify the terms and conditions of the said re-appointment and remuneration payable from time to time as they deem fit in such manner and within the limits prescribed under this resolution and the Act or any statutory amendment(s) and/or modification(s) thereof, without requiring any further approvals of members of the Company.

RESOLVED FURTHER THAT in event of no profit or



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inadequate profit in any financial year during his tenure, the aforesaid remuneration, or such other remuneration as may be mutually agreed and decided by the Board of Director, shall be paid to Mr. Sanjeev Arora as minimum remuneration in compliance with the provisions of the Companies Act, 2013 read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution."

10. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS.

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), if any, as amended from time to time, the applicable provisions of the Companies Act, 2013 ("**the Act**") along with the rules made thereunder and other applicable laws including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof and the Company's Policy on Related Party Transaction(s) and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and on basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to enter into any contract(s)/ arrangement(s)/ transaction(s)/ any transaction involving a transfer of resources, services or obligations with its related parties (within the meaning of Section 2(76) of the Act, and/ or Regulation 2(1)(zb) of the Listing Regulations), as detailed in the table forming part of the explanatory statement annexed to this Notice, on such terms and conditions as may be decided by the Audit Committee / Board of Directors of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally and/ or jointly authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

RESOLVED FURTHER THAT all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects."

11. APPROVAL OF LOANS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT in supersession of all the previous resolutions passed by the shareholders of the Company, if any, in this regard and pursuant to the provisions of Section 185 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the rules made thereunder and any other applicable laws, if any, and Memorandum of Association and Articles of Association of the Company and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to grant inter corporate deposit/loan or give any guarantee or provide any security in connection with loan taken by any entities/ persons covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to clause (b) of sub-section 2 of the section 185 of the Act ("Entities"), from time to time, up to an aggregate amount not exceeding Rs. 1000 Crore (Rupees One Thousand Crore only) outstanding at any point of time, in one or more tranches, provided that such loans/guarantee/security given by the Company shall be utilized by such entities/ persons for their principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.

RESOLVED FURTHER THAT all actions taken by the Board of Directors of the Company (including any Committee thereof) in connection with any matter referred to or contemplated in this Resolution, be approved, ratified and confirmed in all respects."

**By Order of the Board of Directors
For Hampton Sky realty limited
(Formerly Ritesh Properties and Industries Limited)**

**Sd/-
(Sanjeev Arora)
Chairman-Cum-Managing Director
DIN: 00077748
Hampton Court, Business Park,
NH 95, Ludhiana-Chandigarh Road,
Ludhiana, Punjab-141123**

**Place: Gurgaon
Date: 05.09.2024**

Registered Office:
205, Second Floor, Kirti Mahal, Rajendra Place,
New Delhi, Delhi, 110008



HAMPTON SKY REALTY LIMITED

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) has vide its Circular No. **20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 10/2022 dated May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 respectively and latest being 09/2023 dated September 25, 2023** (collectively referred to as “MCA Circulars”) and SEBI has vide its Circular No. **SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023** (collectively referred to as “SEBI Circulars”) and other applicable circulars (Collectively referred to as (“Circulars”) permitted holding of the Annual General Meeting (“the Meeting/AGM”) through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”), without the physical presence of the Members, Directors, Auditors or other eligible persons at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and aforesaid MCA and SEBI Circulars, the 37th AGM of the Company will be conducted through VC/OAVM.
2. Explanatory Statements pursuant to Section 102 of the Act setting out material facts relating to Special Businesses under item no **3 to 11** of this Notice to be transacted at the 37th AGM is annexed hereto. The recommendation of the Board of Directors of the Company (the “Board”) in terms of Regulation 17(11) of the Listing Regulations is also provided in the said Statement.
3. The 37th AGM of the Company is being convened through VC/OAVM in compliance with the applicable provisions of the Act read with the MCA Circulars and Listing Regulations. In accordance with the provisions of Secretarial Standards – 2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) read with Guidance/ Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the Listing Regulations, Secretarial Standards on General Meeting (SS-2) issued by the ICSI and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-voting system during 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 agency. CDSL will be providing facility for voting through remote e-voting, for participation in the 37th AGM through VC/OAVM facility and e-voting during the 37th AGM. The instructions and other information relating to e-voting and the detailed procedure for participating in the meeting through VC / OAVM are given in this Notice under note no 33 to 38.
5. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement for the appointment of proxies. Accordingly, the facility to appoint proxies to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 113 of the Act, and rules made thereunder, the Body Corporates Members are entitled to appoint their authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through remote e-voting and e-voting during the 37th AGM of the Company. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Institutional/Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., with attested specimen signature of the duly authorized signatory(ies) authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting and e-voting during AGM, to the Scrutinizer by email through its registered email address to cszafar@gmail.com with a copy marked to riteshlimited8@gmail.com and helpdesk.evoting@cdslindia.com.
7. In compliance with the aforesaid MCA Circulars and SEBI Circulars, electronic copy of the Annual Report for the financial year 2023-24 and Notice of the 37th Annual General Meeting of the Company(AGM), inter alia, indicating the process and manner of e-voting will be sent only through electronic mode to all the Members whose email IDs are registered with the Company’s Registrar and Share Transfer Agent/Depository Participant(s) for communication purposes, as the requirement of sending the hard copies of annual report and notice of AGM has been dispensed with. Members may note that the Notice and Annual Report will also be available on the Company’s website www.hamptonsky.in, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of the [e-voting service provider](#).
8. The quorum for the Annual General Meeting, as provided in Section 103 of the Act, is thirty members (including a duly authorized representative of a body corporate) and the members present in the meeting through VC/OAVM



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shall be counted for the purpose of quorum pursuant to MCA Circulars.

Voting rights of the members for voting through e-voting shall be in proportion to their share in the paid-up Share Capital of the Company as on **cut-off date i.e. on September 23, 2024.**

9. In case of joint holders, 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 at the AGM.
10. Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the Company shall be deemed to be the place of Meeting for the purpose of recording of the minutes of the proceedings of this AGM.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their DPs in case shares are held in electronic form or to Company's RTA i.e. Skyline Financial Services Private Limited in case shares are held in physical form.
12. **Dispatch of Annual Report through E-mail**

In accordance with the MCA Circulars and SEBI Circulars, the Notice of the **37th AGM** along with the Annual Report of the Company for the financial year ended 31st March, 2024 are being sent only through electronic mode (e-mail) to those Members whose email addresses are registered with the Company or the Registrar and Share Transfer Agent (the "**RTA**") or with their respective Depository Participant/s (DPs).

Members may note that the Notice and Annual Report for the financial year ended 31st March, 2024 is also available on the Company's website www.hamptonsky.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of CDSL (Agency for providing the Remote e-voting facility) at www.evotingindia.com.

We urge the shareholders for registration and/or updation of their Email id, Permanent Account Number (PAN) and bank mandate with the Company to ensure receipt of Annual Report, dividend and/or any other consideration and other communication timely, faster and easier and more importantly avoids fraudulent encashment of warrants.

Accordingly, to update the details with the Company, the following procedure may be followed:

Updating/Registration	Procedure
Email Id & PAN	Physical Holding: An email requesting for updation/registration of email id with a copy of PAN card and mentioning folio number may be sent to the Company's email id at riteshlimited8@gmail.com or, Company's Registrar and Share Transfer Agent email id at grievances@skylinerta.com .
	Demat Holding: Update the email id/PAN through your Depository Participant. The Company had availed the service provided by CDSL to update email id of shareholders who has demat account with CDSL but has not yet updated email id, by sending SMS to those shareholders to update their email id.
Bank Mandate	Physical Holding: An email requesting for updation/registration of Bank Mandate with a copy of PAN card, cancelled cheque with name printed on cheque, copy of share certificate or any letter received from Company or dividend warrant where folio number is mentioned may be sent to the Company's email id at riteshlimited8@gmail.com or, Company's Registrar and Share Transfer Agent email id at grievances@skylinerta.com .
	Demat Holding: Update the Bank mandate through your Depository Participant

The Company has also issued public notice dated September 05, 2024 urging the shareholders for registration and/ or updation of their email id, Permanent Account Number (PAN) and bank mandate with the Company to ensure receipt of Annual Report, dividend and/or any other consideration and other communication timely, faster and easier and more importantly avoids fraudulent encashment of warrants.

13. Members may please note that in view of the proviso to Regulation 40(1) of the Listing Regulations, securities of listed companies can be transferred only in dematerialised form (DEMAT) with effect from 1st April, 2019 except in case of request received for transmission or transposition of securities. Dematerialisation of shares would help to eliminate risks associated with Physical Shares. In this regard, SEBI has clarified by a Press Release No. 12/2019 dated March 27, 2019, that the said amendments do not prohibit an investor from holding the shares in physical mode and the investor has the option of holding shares in physical mode even after April 1, 2019. However, any investor who is desirous of transferring



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shares (which are held in physical mode) after April 1, 2019, can do so only after the shares are dematerialized.

14. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent.
15. For members who hold shares in physical form, the SEBI, vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024 read with SEBI/HO/MIRSD/POD- 1/P/CIR/2024/81 dated 10th June 2024, as amended from time to time, has mandated furnishing of PAN linked with Aadhaar and KYC details (i.e. e-mail address, postal address with PIN code, mobile number, bank account details, PAN details linked with Aadhaar etc.). In case any of the aforesaid documents/ details are not available in the record of the Company/ RTA, the member shall not be eligible to lodge grievance or avail any service request from the RTA until they furnish complete KYC details/ documents.
16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14, as the case may be. The said form can be downloaded from the Company's website, www.hamptonsky.in members are requested to submit the said details to their DPs in case the shares are held by them in electronic form and to the Registrar and Share Transfer Agent in case the shares are held in physical form.
17. SEBI vide its Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated 31st July 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 28th December 2023) has issued a Circular for online resolution of disputes in the Indian securities market.

With the said Circular, it is aimed to enhance and streamline the current dispute resolution framework in the Indian securities market by broadening the roles of Stock Exchanges and Depositories and introducing a Common Online Dispute Resolution Portal ("**ODR Portal**"). This portal facilitates online conciliation and arbitration, thereby effectively resolving disputes that arise within the Indian securities market.

Members may note that in case they have any dispute against the Company and/or its RTA, they can file for Online Resolution of Dispute which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. Members can use this mechanism only after they have lodged their grievance with the Company and SEBI SCORES system and are not satisfied with the outcome. Members may refer to the following weblinks of the Stock Exchanges for more details:

BSE:

<https://bsecrecs.bseindia.com/eecomplaint/frmlInvestorHome.aspx>

18. Members who hold shares in physical form in multiple folios in identical names or joint names in the same order of names are requested to send the share certificates to the Company's RTA for consolidation into single folio.
19. Members are requested to intimate about change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company's Registrar and Share Transfer Agent, M/s Skyline Financial Services Private Limited, Address : D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi 110020 (P h o n e N o . : 0 1 1 - 4 0 4 5 0 1 9 3 - 9 7 ; Email:info@skylinerta.com in case the shares are held in physical form and to the Depository Participants (DPs) in case of shares held in electronic form.
20. Non-resident Indian Members are requested to inform Company's Registrar and Share Transfer Agent, M/s Skyline Financial Services Private Limited, Address : D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi 110020 (P h o n e N o . : 0 1 1 - 4 0 4 5 0 1 9 3 - 9 7 ; Email:info@skylinerta.com, immediately of (a) Change in their residential status on return to India for permanent settlement. (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
21. The Board has appointed Mr. Mohd. Zafar, Practising Company Secretary (FCS:9184), as the scrutinizer to scrutinize the remote e-voting process and also e-voting during the AGM in a fair and transparent manner. The Scrutinizer shall after the conclusion of e-voting at the 37th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting system and shall make a consolidated Scrutinizer's Report.
22. The Chairman shall, at the end of discussion on the



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- Resolutions on which the voting is to be held, allow voting with the assistance of the scrutinizer, by using e-voting facility for all those Members who are present at the AGM through VC/OAVM but have not cast their votes by availing the remote e-voting facility.
23. The Scrutinizer shall, after the conclusion of voting at the Meeting, first count the votes cast during the Meeting and thereafter unblock the votes cast through remote e-voting and shall make and submit, within two working days, of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting within two working days of conclusion of the AGM.
 24. The Notice of the AGM shall be placed on the website of the Company and RTA till the date of AGM.
 25. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.hamptonsky.in immediately after declaration. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
 26. Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company.
 27. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ Depositories for receiving all communications including Annual Reports, Notices, Circulars etc. from the Company electronically.
 28. Since the AGM will be held through VC/OAVM, the Route Map is not annexed with this Notice.
 29. The remote e-voting facility will be available during the following voting period:
 - i. Commencement of remote e-voting: 09:00 a.m. (IST) Friday, September 27, 2024
 - ii. End of remote e-voting: 5:00 p.m. (IST) Sunday, September 29, 2024.
 30. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date i.e. Monday, September 23, 2024 may cast their vote through remote e-voting. The remote evoting module shall be disabled by M/s. Skyline Financial Services Private Limited for voting thereafter and the facility will be blocked forthwith.
 31. Ms. Tarandeep Kaur, Company Secretary and Compliance Officer of the Company shall be responsible for addressing all the grievances in relation to this AGM including e-voting. The Members may contact at the following address: Name: Ms. Tarandeep Kaur; Designation: Company Secretary and Compliance Officer; Registered Office: 205, Second Floor, Kirti Mahal, Rajendra Place, New Delhi, Delhi, 110008 Email id: riteshlimited8@gmail.com; Phone No.: 011-41537951.
 32. Details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meeting (SS-2) with respect to Directors seeking appointment/reappointment at ensuing AGM is given to this Notice.
 33. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**
 - i. The Members are requested to join the 37th Annual General Meeting (AGM) through VC/ OAVM mode by following the procedure as mentioned below which shall be kept open for the Members from 12:00 Noon (IST) i.e. 15 minutes before the time scheduled to start the 37th AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time of the commencement of the Meeting.
 - ii. The facility of participation at the AGM through VC/OAVM will be made available for 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 AGM without restriction on account of first come first served basis.
 - iii. In line with the Ministry of Corporate Affairs (MCA) General Circular No. 09/2023 dated September 25, 2023 read with Circular No. 02/2022 dated 05th May, 2022 along with 17/2020 dated 13th April, 2020 and other applicable circulars, the Notice calling the 37th AGM has been uploaded on the website of the Company at www.hamptonsky.in. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
 - iv. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholder/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of



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Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of CDSL.

- v. Members who would like to express their views or ask questions during the 37th AGM of the Company will be required to register themselves as a speaker by sending e-mail to the Company Secretary & Compliance Officer at riteshlimited8@gmail.com from their registered e-mail address mentioning their name, DP ID and Client ID number/folio number, email id, mobile number at least 7 days in advance. Only those members who have registered themselves as speaker will be able to speak at the meeting.
 - vi. Further, Members who would like to have their questions/queries responded to during the AGM are requested to send such questions/queries in advance within the aforesaid date and time, by following the similar process as stated above.
 - vii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 - viii. When a pre-registered speaker is invited to speak at the meeting, but he/she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/camera along with good internet speed. Please note that Members connecting from mobile devices or tablets or through laptops etc 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.
 - ix. Members desiring any information regarding the Financial Statements of the Company to be placed at the AGM are requested to write to the Company through email on riteshlimited8@gmail.com at least 7 days in advance so as to enable the management to keep the information readily available at the meeting.
 - x. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at riteshlimited8@gmail.com. The same will be replied by the Company suitably.
 - xi. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
 - xii. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. After the Members participating through VC/OAVM facility, eligible and interested to cast votes, have cast their votes, the e-voting will be closed with the formal announcement of the closure of the 37th AGM of the Company.
 - xiii. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 37th AGM of the Company through VC/OAVM Facility.
 - xiv. Members who need assistance before or during the AGM with use of technology, can send a request at helpdesk.evoting@cDSLindia.com.
- 34. THE INTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**
- i. The remote e-voting period begins at 09:00 a.m. IST, Friday, September 27, 2024 and ends at 5:00 p.m. IST, Sunday, September 29, 2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, September 23, 2024 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 09th December, 2020 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MRD/MRD-PoD-2/P/CIR/2023/166 dated 6th October 2023) read with Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July 2023, 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.



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- iv. 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.
- v. In terms of the afore-mentioned SEBI circulars 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.
- vi. Pursuant to abovesaid SEBI Circulars, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>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.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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.</p> <p>3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>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.nSDL.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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>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 Participants	<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>



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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 022- 23058738 and 22-23058542-43.
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

35. LOGIN METHOD FOR E-VOTING AND JOINING VIRTUAL MEETING FOR SHAREHOLDERS OTHER THAN INDIVIDUAL SHAREHOLDERS HOLDING IN DEMAT FORM & PHYSICAL SHAREHOLDERS.

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10-digit 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. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.



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- xvi. 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.

Facility for Non – Individual Shareholders and Custodians –Remote Voting

- i. 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.
 - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - iii. 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.
 - iv. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - v. 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.
 - vi. Alternatively Non Individual shareholders are required 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; riteshlimited8@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
36. **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING AREAS 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. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
 8. 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.
 9. 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 shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
37. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**
- i. **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 at info@skylinerta.com.
 - ii. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
 - iii. **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.
 - iv. 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 at 022-23058738 and 022-23058542/43.
 - v. 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),



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Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

38. General Guidelines for shareholders

- i. 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.
 - ii. 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.evotingindia.com or send a request at helpdesk.evoting@cdslindia.com.
39. The scanned copies of Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act and the relevant documents referred to in the accompanying notice/ explanatory statement will be made available at www.hamptonsky.in for inspection by the Members at the AGM, up to the date of this AGM.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETING ('SS-2')

Item No. 3

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") the Board of Directors of the Company on September 05, 2024 had appointed Dr. Sandeep Puri (DIN: 10757596) as an Additional Director in the capacity of Independent Director, and subject to the approval of Members as Independent Director for a term of 5 consecutive years, with effect from September 05, 2024.

The Company has received *inter alia* the following disclosures/declarations from Dr. Sandeep Puri:

- i. Consent in writing to act as Director in Form DIR-2;
- ii. A declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
- iii. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such

authority;

- v. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties as an Independent Director of the Company;
- vi. A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice under Section 160 of the Act in writing by a member proposing the candidature of Dr. Sandeep Puri (DIN: 10757596) as Independent Director for a term of 5 consecutive years, with effect from September 05, 2024.

The Nomination and Remuneration Committee and the Board of Directors are of the view that Dr. Sandeep Puri has demonstrated a commitment to excellence and ethical practices throughout his career as a doctor. His responsible role as a doctor makes him suitable to hold such a crucial position as an independent director and take company forward at the path of corporate governance. Further, he fulfils the criteria of Independence as specified under Section 149 of the Act and Regulation 16(1)(b) of Listing Regulations as amended from time to time, and is independent of the management.

The Board is of the view that his appointment as an independent director would be in the best interest of the Company and feels that the Company would immensely benefit from Dr. Sandeep Puri's appointment and accordingly recommends passing of resolution at **item no. 3** of the Notice for approval of the shareholders of the Company as a special resolution.

A copy of the draft letter for the appointment of Dr. Sandeep Puri as an Independent Director setting out the terms and conditions is available for electronic inspection by the members during normal business hours on working days up to Monday, September 30, 2024.

Dr. Sandeep Puri shall be paid sitting fees as may be approved from time to time by the Board of Directors in accordance with the Remuneration Policy and Article of Association of the Company.

Other than Dr. Sandeep Puri and his relatives, none of the directors, key managerial personnel or their relatives except to the extent of their shareholding, are concerned or interested, financially or otherwise, in the above Resolution, if any, in the Company.

Details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India are annexed to this Notice as "Annexure - A".



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Item No. 4

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") the Board of Directors of the Company on September 05, 2024 had appointed Dr. Sulbha Jindal (DIN: 10766818) as an Additional Director in the capacity of Independent Director, and subject to the approval of Members as Independent Director for a term of 5 consecutive years, with effect from September 05, 2024.

The Company has received *inter alia* the following disclosures/declarations from Dr. Sulbha Jindal (DIN: 10766818):

- i. Consent in writing to act as Director in Form DIR-2;
- ii. A declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
- iii. A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that she has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- v. Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company;
- vi. A declaration that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice under Section 160 of the Act in writing by a member proposing the candidature of Dr. Sulbha Jindal (DIN: 10766818) as Independent Director for a term of 5 consecutive years, with effect from September 05, 2024.

The Nomination and Remuneration Committee and the Board of Directors are of the view that Dr. Sulbha Jindal possesses the requisite skills and capabilities as required for this role and fulfils the criteria of Independence as specified under Section 149 of the Act and Regulation 16(1)(b) of Listing Regulations as amended from time to time, and is independent of the management.

The Board is of the view that her appointment as an independent director would be in the best interest of the Company and feels that the Company would immensely benefit from Dr. Sulbha Jindal's appointment and accordingly recommends passing of resolution at **item no. 4** of the Notice for approval of the shareholders of the Company as a special resolution.

A copy of the draft letter for the appointment of Dr. Sulbha Jindal as an Independent Director setting out the terms and conditions is available for electronic inspection by the members during normal business hours on working days up to Monday, September 30, 2024.

Dr. Sulbha Jindal shall be paid sitting fees as may be approved from time to time by the Board of Directors in accordance with the Remuneration Policy and Article of Association of the Company.

Other than Dr. Sulbha Jindal and her relatives, none of the directors, key managerial personnel or their relatives except to the extent of their shareholding, are concerned or interested, financially or otherwise, in the above Resolution, if any, in the Company.

Details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India are annexed to this Notice as "Annexure - A".

Item No. 5

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") the Board of Directors of the Company on September 05, 2024 had appointed Mr. Probir Arora (DIN: 10032179) as an Additional Director in the capacity of Independent Director, and subject to the approval of Members as Independent Director for a term of 5 consecutive years, with effect from September 05, 2024.

The Company has received *inter alia* the following disclosures/declarations from Mr. Probir Arora:

- i. Consent in writing to act as Director in Form DIR-2;
- ii. A declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
- iii. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- v. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company;
- vi. A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.



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The Company has received a notice under Section 160 of the Act in writing by a member proposing the candidature of Mr. Probir Arora (DIN: 10032179) as Independent Director for a term of 5 consecutive years, with effect from September 05, 2024.

The Nomination and Remuneration Committee, taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company, has recommended to the Board that Mr. Probir Arora's qualifications and the rich experience in the field of architecture can significantly benefit our real estate company in various ways, enhancing both the design and functional aspects of real estate projects and the Board of Directors is of the view that Mr. Probir Arora possesses the requisite skills and capabilities as required for this role and fulfils the criteria of Independence as specified under Section 149 of the Act and Regulation 16(1)(b) of Listing Regulations as amended from time to time, and is independent of the management.

The Board is of the view that his appointment as an independent director would be in the best interest of the Company and feels that the Company would immensely benefit from Mr. Probir Arora's appointment and accordingly recommends passing of resolution at **item no. 5** of the Notice for approval of the shareholders of the Company as a special resolution.

A copy of the draft letter for the appointment of Mr. Probir Arora as an Independent Director setting out the terms and conditions is available for electronic inspection by the members during normal business hours on working days up to Monday, 30th September, 2024.

Mr. Probir Arora shall be paid sitting fees as may be approved from time to time by the Board of Directors in accordance with the Remuneration Policy and Article of Association of the Company.

Other than Mr. Probir Arora and his relatives, none of the directors, key managerial personnel or their relatives except to the extent of their shareholding, are concerned or interested, financially or otherwise, in the above Resolution, if any, in the Company.

Details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India are annexed to this Notice as "Annexure - A".

Item No. 6

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") the Board of Directors of the Company on September 05, 2024 had appointed Ms. Benu Sehgal (DIN: 03556496) as an Additional Director in the capacity of Independent Director, and subject to the approval of Members as Independent Director for a term of 5 consecutive years, with

effect from September 05, 2024.

The Company has received *inter alia* the following disclosures/declarations from Ms. Benu Sehgal:

- i. Consent in writing to act as Director in Form DIR-2;
- ii. A declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
- iii. A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that she has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- v. Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company;
- vi. A declaration that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice under Section 160 of the Act in writing by a member proposing the candidature of Ms. Benu Sehgal (DIN: 03556496) as Independent Director for a term of 5 consecutive years, with effect from September 05, 2024.

Benu Sehgal, veteran in retail, has been instrumental in shaping the Indian retail industry, with around 28 years of impeccable track record of sustained growth, customer satisfaction, and innovation in the industry. The Nomination and Remuneration Committee and the Board of Directors are of the view that having held such prominent roles, Ms. Sehgal's presence will be a significant asset to our Board. In Board's view, she possesses the requisite skills and capabilities as required for this role and fulfils the criteria of Independence as specified under Section 149 of the Act and Regulation 16(1)(b) of Listing Regulations as amended from time to time, and is independent of the management.

The Board is of the view that her appointment as an independent director would be in the best interest of the Company and feels that the Company would immensely benefit from Ms. Sehgal's appointment and accordingly recommends passing of resolution at **item no. 6** of the Notice for approval of the shareholders of the Company as a special resolution.

A copy of the draft letter for the appointment of Ms. Benu Sehgal as an Independent Director setting out the terms and conditions is available for electronic inspection by the members during normal business hours on working days up to Monday, 30th September, 2024.



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Ms. Benu Sehgal shall be paid sitting fees as may be approved from time to time by the Board of Directors in accordance with the Remuneration Policy and Article of Association of the Company.

Other than Ms. Benu Sehgal and her relatives, none of the directors, key managerial personnel or their relatives except to the extent of their shareholding, are concerned or interested, financially or otherwise, in the above Resolution, if any, in the Company.

Details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India are annexed to this Notice as “Annexure - A”.

Item No. 7

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”) the Board of Directors of the Company on September 05, 2024 had appointed Mr. Rupinder Singh Sabharwal (DIN:03592557), as an Additional Director in the capacity of Independent Director, and subject to the approval of Members as Independent Director for a term of 5 consecutive years, with effect from September 07, 2024 .

The Company has received *inter alia* the following disclosures/declarations from Mr. Rupinder Singh Sabharwal:

- i. Consent in writing to act as Director in Form DIR-2;
- ii. A declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act;
- iii. A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the LODR Regulations;
- iv. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that he has not been debarred from holding office of a director by virtue of any order passed by SEBI or any other such authority;
- v. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties as an Independent Director of the Company;
- vi. A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

The Company has received a notice under Section 160 of the Act in writing by a member proposing the candidature of Mr. Rupinder Singh Sabharwal (DIN:03592557) as Independent Director for a term of 5 consecutive years, with effect from September 07, 2024 .

The Nomination and Remuneration Committee and the Board of Directors are of the view that Mr. Rupinder Singh Sabharwal has demonstrated a commitment to excellence and his responsible role as a director in other companies makes him suitable to hold such a crucial position as an independent director and take company forward at the path of corporate governance. Further, he fulfils the criteria of Independence as specified under Section 149 of the Act and Regulation 16(1)(b) of Listing Regulations as amended from time to time and is independent of the management.

The Board is of the view that his appointment as an independent director would be in the best interest of the Company and feels that the Company would immensely benefit from Mr. Rupinder Singh Sabharwal's appointment and accordingly recommends passing of resolution at **item no. 7** of the Notice for approval of the shareholders of the Company as a special resolution.

A copy of the draft letter for the appointment of Mr. Rupinder Singh Sabharwal as an Independent Director setting out the terms and conditions is available for electronic inspection by the members during normal business hours on working days up to Monday, September 30, 2024.

Mr. Rupinder Singh Sabharwal shall be paid sitting fees as may be approved from time to time by the Board of Directors in accordance with the Remuneration Policy and Article of Association of the Company.

Other than Mr. Rupinder Singh Sabharwal and his relatives, none of the directors, key managerial personnel or their relatives except to the extent of their shareholding, are concerned or interested, financially or otherwise, in the above Resolution, if any, in the Company.

Details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India are annexed to this Notice as “Annexure - A”.

Item No. 8

The members of the Company are hereby informed that Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and the Articles of Association of the Company, Mrs. Sandhya Arora (DIN: 07425174) was appointed as an Additional Director (Non-Independent Non-Executive) of the Company and subject to the approval of Members as Non-Independent Non-Executive with effect from September 05, 2024 by the Board of Directors of the Company.

The Company has received consent in writing from Ms.



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Sandhya Arora to act as Director in form DIR -2 pursuant to Rule 8 of the Rules. Further, she is neither disqualified from being appointed as a Director in terms of Section 164 of the Act read with the Rules, nor debarred from holding the office of a Director by virtue of any SEBI order or any other authority.

The NRC has identified, amongst others, Leadership and General Management, Strategic and Business Planning, as the skills required for this role. After reviewing the profile of Mrs. Sandhya Arora, the NRC and the Board are of the view that Mrs. Sandhya Arora possesses appropriate skills, experience and knowledge as required for the role of a Director.

Details of Mrs. Sandhya Arora pursuant to the provisions of the SEBI Listing Regulations; and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India, are provided in the "Annexure - A" to this Notice.

In accordance with the provisions of Section 152 of the Act and applicable provisions of the Listing Regulations, the appointment of a director requires the approval of members of the company by way of an ordinary resolution. Accordingly, the approval of Members is sought for the appointment of Mrs. Sandhya Arora as Non-Executive Non-Independent Director of the Company.

Mrs. Sandhya Arora shall be paid sitting fees as may be approved from time to time by the Board of Directors in accordance with the Remuneration Policy and Article of Association of the Company.

Mr. Sanjeev Arora and Mr. Kavya Arora, being relatives of Mrs. Sandhya Arora, may be deemed to be interested in the resolution mentioned in this Notice. The other relatives of Mrs. Sandhya Arora may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolution set out in Item No. 8 of this Notice for approval by the Members.

Item No. 9

The Company was established in 1987 with a primary focus on the cultivation, manufacture, trade, and procurement of agricultural products. This initial phase of operations laid the foundation for the Company's growth and development in the agricultural sector. As the business evolved, the Company strategically diversified its activities, marking its entry into the real estate sector with the development of an integrated industrial park situated on the Ludhiana-Chandigarh Road in Ludhiana. This move into real estate was aimed at capitalizing on emerging opportunities in industrial infrastructure and enhancing the Company's market presence.

Looking forward, the Company is exploring various expansion opportunities across different business areas. This proactive approach is driven by a strong commitment to enhancing shareholder value and ensuring sustained growth. By continuously seeking new avenues for expansion and leveraging its diverse business interests, the Company aims to build on its successes and create additional value for its stakeholders.

Mr. Sanjeev Arora, a Commerce graduate with more than 41 years of business experience, has proven to be a guiding force for the company's growth and expansion. As the promoter director, Mr. Arora has played a pivotal role in defining the company's strategy across research and development, technology partnerships, business development, and marketing. His leadership has significantly impacted the industrial sector, with numerous milestones reached under his guidance, highlighting his entrepreneurial vision and innovative approach.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company (the "Board"), at its meeting held on 05th September, 2024 has, subject to the approval of members, re-appointed Mr. Sanjeev Arora as the Chairman and Managing Director, for a period of 3 (three) years on the following terms and conditions including the remuneration as recommended by the Nomination Remuneration Committee and approved by Audit Committee:

- i. Basic salary not exceeding Rs. 10,00,000/- (Rupees Ten Lacs only) per month with such increments as the Board may decide from time to time subject to maximum ceiling of Rs. 30,00,000/- (Rupees Thirty Lacs only) per month.
- ii. Rent free accommodation subject to a ceiling of 60 % of the basic salary.
- iii. Reimbursement of medical expenses incurred in India or abroad including hospitalization, nursing home and surgical charges for himself and family.
- iv. Reimbursement of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
- v. Car, Telephone, Cell Phone, Computer shall be provided and their maintenance and running expenses shall be met by the Company.
- vi. Other benefits like Gratuity, Provident Fund, Leaves etc. as applicable to the employee of the Company.
- vii. Any other perquisites as may be determined by the Board of Directors of the Company from time to time within the overall limits specified in the Act.

Other Terms and Conditions:

- i. The terms and conditions of appointment of the Chairman and Managing Director may be altered and varied from time to time by the Board in such manner as may be recommended by Nomination and Remuneration Committee, subject to the provisions of the Act, without requiring any further approval of the members of the Company.
- ii. No sitting Fees will be paid to the Managing Director for attending meeting of the Board of Directors or any Committee thereof.
- iii. Mr. Sanjeev Arora, while holding the office as Chairman



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- and Managing Director of the Company, shall not be liable to retire by rotation.
- iv. The appointment may be terminated by either party by giving one month notice of such termination or salary in lieu thereof or by mutual consent.
 - v. Notwithstanding anything to the contrary contained herein, where in a financial year, during the currency of the tenure of Mr. Sanjeev Arora, the Company has no profit or its profits are inadequate, the Company shall pay the aforesaid remuneration to Mr. Sanjeev Arora as minimum remuneration.

General Conditions:

- i. The Managing Director will perform the duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respect and confirm to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- ii. The Managing Director shall abide by the provisions of section 166 of the Act with regard to duties of directors.
- iii. The Managing Director shall adhere to the Company's Code of Conduct.

Mr. Sanjeev Arora has drawn INR 1.20 Crore overall remuneration from the Company during the financial year 2023-24.

Considering the nature of the industry, current industry trends, the Company's size, as well as Mr. Sanjeev Arora's responsibilities, background, and capabilities, the Company finds the proposed remuneration for Mr. Arora in his role as Chairman and Managing Director to be well-justified. Mr. Arora's extensive experience spanning over four decades in the business sector, coupled with his strong leadership skills, has been instrumental in shaping the Company's strategic direction and driving its growth. His proven track record in advancing the Company's development through effective management, innovative strategies, and successful implementation of key initiatives underscores his significant contributions.

The Special resolution being proposed would also be in compliance with the aforesaid requirements of SEBI Listing Regulations.

Mr Sanjeev Arora holds 7,89,90,915 equity shares of the Company. Mr. Sanjeev Arora satisfies all the conditions set out in section 196 and Schedule V to the Act for being eligible for his re-appointment. He is not dis-qualified from being re-appointed as a Director in terms of Section 164 of the Act.

In compliance of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India, a brief profile and relevant details and disclosures of Mr. Sanjeev Arora has been provided in annexure which shall form part of this explanatory statement.

The terms and conditions stated herein above may be treated as a written memorandum setting out the terms of re-

appointment of Mr. Sanjeev Arora under Section 190 of the Act.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the re-appointment of Mr. Sanjeev Arora as Chairman and Managing Director will be beneficial to the functioning and growth of the Company.

The Board of Directors recommends the Resolution set forth at Item No. 9 of the Notice for approval of the Members by way of Special Resolution in the best interest of the Company.

Except Mr. Sanjeev Arora, Mrs. Sandhya Arora wife of Mr. Sanjeev Arora, and Mr. Kavya Arora son of Mr. Sanjeev Arora, none of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding, in the Special Resolution set out at Item No. 9 of the Notice.

Item No. 10

Pursuant to the provisions of section 188 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, no company shall enter into transactions, which exceed the threshold limits prescribed in rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, with a related party as defined under section 2(76) of the Act except with the consent of the Board and Members of the Company, where such transactions are not in the ordinary course of business of the Company or not on an arm's length basis.

As per the regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") all material transactions with related party shall require approval of the Members of the Company and all the related parties shall abstain from voting on such resolutions. Whereas, explanation to Regulation 23(1) of the SEBI Listing Regulations provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during the financial year, exceeds one thousand crore or ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

Given that your company operates primarily in the Real Estate sector encompassing commercial, industrial, residential, retail, hospitality, and medical projects, the Company works closely with its subsidiaries, joint ventures and associates to achieve its business objectives and it is required enter into various operational transactions with its related parties, from time to time, in its ordinary course of business. Therefore, it is contemplated by the management that the estimated value of the contract(s)/ arrangement(s)/ agreement(s)/ transaction(s) of the Company with its related parties may exceed the threshold of Material Related Party Transactions within the meaning of Regulation 23(1) of the Listing Regulations.

Accordingly, the Board of Directors recommend the resolution as set out in item no. 10 of the Notice of AGM for approval of the Members of the Company, who are not related parties of the Company, as an ordinary resolution.



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Except Mr Sanjeev Arora, Mr Kavya Arora, Mrs. Sandhya Arora, and their relatives, to the extent of their shareholdings and directorship in the Company and its related parties, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, whether financially or otherwise, in the aforesaid resolution.

Further, SEBI, vide Circular dated 8th April, 2022 has clarified that the omnibus Members approval for material RPTs of the

Company shall be valid up to the date of the next AGM for a period not exceeding fifteen months.

Details of the proposed transactions between the Company and its related parties including the information required to be disclosed in the Explanatory Statement pursuant to the Rule 15 of Companies (Meetings of Board and its powers) Rules, 2014 and SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, are as follows:

A. Transaction with Femmella Fashions India Limited ("FFIL"), an entity forming part of Promoter Group

Sr. no.	Particular	Description
1	Name of the related party	Femmella Fashions India Limited ("FFIL")
2	Name of the director or key managerial personnel who is related, if any;	Mr. Kavya Arora and Mrs. Sandhya Arora
3	Nature of relationship including nature of its interest (financial or otherwise)	FFIL is a part of Promoter Group of the Company
4	Type, material terms and particulars of the proposed transaction	Availing/ giving of loan, sale/ purchase of goods, availing/ rendering services, reimbursement of expenses, obtaining/ extending corporate guarantee, or any other transaction involving a transfer of resources, services or obligations. The contracts/ arrangement shall be undertaken in the ordinary course of the business of the Company.
5	Tenure of the proposed transaction	For the transactions to be entered by the Company till the date of next AGM of the Company.
6	Value of the proposed transaction	The aggregate value of all the transaction(s), in one or more tranches, shall not exceed INR 200 Crores.
7	Percentage of the Company's annual consolidated turnover (approx.) for the year 2023-24 (and for a related party transaction involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	83.79%
8	Justification as to why the RPT is in the interest of the Company	The Company has been a key player in the Real Estate sector, specializing in commercial, industrial, residential, retail, hospitality, and medical projects. And the transactions proposed are set to further enhance its capabilities by ensuring a steady and reliable supply of goods, facilities, and services at the required quality and quantity. Therefore, management of the Company believes that it will also support revenue generation and business development for both companies, addressing their operational needs effectively. Overall, the proposed transactions are expected to drive growth and benefit for the Company.
9	Additional details, if the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary: a. Details of the source of funds in connection with the proposed transaction; and whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments, if yes then: · nature of indebtedness; · cost of funds; and · tenure; b. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security c. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transactions.	a. The financial assistance would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance to FFIL. b. The terms and covenants as may be decided by the Board from time to time. The Company may provide unsecured loans to FFIL at such rate not lower than the lending rates of banks. FFIL shall repay the loans including interest at such time as may mutually be agreed between the Company and FFIL. c. The loans shall be utilised by FFIL for its principal business activities.
10	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
11	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, as annexed to this Notice.



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B. Transaction with K P Advisors (Realty) Pvt. Ltd, an entity controlled by Promoters of the Company

Sr.no.	Particular	Description
1	Name of the related party	K P Advisors (Realty) Pvt. Ltd (KPAR)
2	Name of the director or key managerial personnel who is related, if any;	Mr. Sanjeev Arora and Mr. Kavya Arora
3	Nature of relationship including nature of its interest (financial or otherwise)	Entire shareholding of KPAR is held by Mr. Sanjeev Arora and Mr. Kavya Arora.
4	Type, material terms and particulars of the proposed transaction	Availing/ rendering of loan, sale/ purchase of goods, availing/ rendering services, reimbursement of expenses, obtaining/ extending corporate guarantee, any transaction involving a transfer of resources, services or obligations. The contracts/ arrangement shall be undertaken in the ordinary course of the business of the Company.
5	Tenure of the proposed transaction	For the transactions to be entered by the Company till the date of next AGM of the Company.
6	Value of the proposed transaction	The aggregate value of all the transaction(s) shall not exceed the INR 200 Crores.
7	Percentage of the Company's annual consolidated turnover (approx.) for the year 2023-24 (and for a related party transaction involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	83.79%
8	Justification as to why the RPT is in the interest of the Company	KPAR has expertise in providing real estate consultancy services and procurement of raw material required. Therefore, the Company is required to enter into various business transactions with KPAR in its ordinary course of business. Management of the Company believes that the transactions shall further enhance the Company's capabilities by ensuring a steady and reliable supply of goods, and services, as and when required.
9	Additional details, if the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary: a. Details of the source of funds in connection with the proposed transaction; and whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments, if yes then: - nature of indebtedness; - cost of funds; and - tenure; b. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security c. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transactions.	a. The financial assistance would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance to KPAR. b. The terms and covenants as may be decided by the Board from time to time. The Company may provide unsecured loans to KPAR at such rate not lower than the lending rates of banks. KPAR shall repay the loans including interest at such time as may mutually be agreed between the Company and KPAR. c. The loans shall be utilised by KPAR only for its principal business activities.
10	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
11	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, as annexed to this Notice.



HAMPTON SKY REALTY LIMITED

C. Transaction with Ritesh Rental (P) Ltd, an entity under the common control of Promoters of the Company

Sr.no.	Particular	Description
1	Name of the related party	Ritesh Rental (P) Ltd ("RRPL")
2	Name of the director or key managerial personnel who is related, if any;	Mr. Sanjeev Arora and Mr. Kavya Arora are shareholders in RRPL.
3	Nature of relationship including nature of its interest (financial or otherwise)	Mr. Sanjeev Arora and Mr. Kavya Arora are shareholders in RRPL. Furthermore, group company of Findoc Finvest Private Limited (Promoter Group Company) holds controlling stake in RRPL.
4	Type, material terms and particulars of the proposed transaction	Availing/ rendering of loan, sale/ purchase of goods, availing/ rendering services, reimbursement of expenses, obtaining/ extending corporate guarantee, any transaction involving a transfer of resources, services or obligations The contracts/ arrangement shall be undertaken in the ordinary course of the business of the Company.
5	Tenure of the proposed transaction	For the transactions to be entered by the Company till the date of next AGM of the Company.
6	Value of the proposed transaction	The aggregate value of all the transaction(s) shall not exceed the INR 25 Crores at any point of time.
7	Percentage of the Company's annual consolidated turnover (approx.) for the year 2023-24 (and for a related party transaction involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	10.47%
8	Justification as to why the RPT is in the interest of the Company	RRPL is engaged in the rental and other allied services which may be required by the Company in its ordinary course of business. Management believes that the transactions will support business development of the Company which shall be in the interest of the Company.
9	Additional details, if the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary: a. Details of the source of funds in connection with the proposed transaction; and whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments, if yes then: · nature of indebtedness; · cost of funds; and · tenure; b. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security c. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transactions.	a. The financial assistance would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance to RRPL. b. The terms and covenants as may be decided by the Board from time to time. The Company may provide unsecured loans to RRPL at such rate not lower than the lending rates of banks. RRPL shall repay the loans including interest at such time as may mutually be agreed between the Company and RRPL. c. The loans shall be utilised by RRPL for its principal business activities.
10	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
11	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, as annexed to this Notice.



HAMPTON SKY REALTY LIMITED

D. Transaction with Toneron Limited, an entity under the common control of Promoters of the Company

Sr.no.	Particular	Description
1	Name of the related party	Toneron Limited
2	Name of the director or key managerial personnel who is related, if any;	Mr. Kavya Arora is director in Toneron Limited.
3	Nature of relationship including nature of its interest (financial or otherwise)	Mr. Sanjeev Arora and Mr. Kavya Arora are shareholders in Toneron Limited.
4	Type, material terms and particulars of the proposed transaction	Availing/ rendering of loan, sale/ purchase of goods, availing/ rendering services, reimbursement of expenses, obtaining/ extending corporate guarantee, any transaction involving a transfer of resources, services or obligations. The contracts/ arrangement shall be undertaken in the ordinary course of the business of the Company.
5	Tenure of the proposed transaction	For the transactions to be entered by the Company till the date of next AGM of the Company.
6	Value of the proposed transaction	The aggregate value of all the transaction(s) shall not exceed the INR 200 Crores.
7	Percentage of the Company's annual consolidated turnover (approx.) for the year 2023-24 (and for a related party transaction involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	83.79%
8	Justification as to why the RPT is in the interest of the Company	Toneron Limited is engaged in producing Aluminium Alloy Ingots and the Company may be required to undertake the business transactions with Toneron Limited in the ordinary course of business.
9	Additional details, if the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary: a. Details of the source of funds in connection with the proposed transaction; and whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments, if yes then: · nature of indebtedness; · cost of funds; and · tenure; b. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security c. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transactions.	a. The financial assistance would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance to Toneron Limited. b. The terms and covenants as may be decided by the Board from time to time. The Company may provide unsecured loans to Toneron Limited at such rate not lower than the lending rates of banks. Toneron Limited shall repay the loans including interest at such time as may mutually be agreed between the Company and Toneron Limited. c. The loans shall be utilised by Toneron Limited for its principal business activities.
10	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
11	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, as annexed to this Notice.



HAMPTON SKY REALTY LIMITED

E. Transaction with NP Blockhouse Real Estate Pvt. Ltd, an entity under the common control of Promotor of the Company

Sr.no.	Particular	Description
1	Name of the related party	NP Blockhouse Real Estate Pvt. Ltd. (NP Blockhouse)
2	Name of the director or key managerial personnel who is related, if any;	Mr. Sanjeev Arora is director in NP Blockhouse.
3	Nature of relationship including nature of its interest (financial or otherwise)	Mr. Sanjeev Arora holds 50% shares in NP Blockhouse and 50% shares are held by group company of Findoc Finvest Private Limited (a Promoter Group Company).
4	Type, material terms and particulars of the proposed transaction	Availing/ rendering of loan, sale/ purchase of goods, availing/ rendering services, reimbursement of expenses, obtaining/ extending corporate guarantee, any transaction involving a transfer of resources, services or obligations The contracts/ arrangement shall be undertaken in the ordinary course of the business of the Company.
5	Tenure of the proposed transaction	For the transactions to be entered by the Company till the date of next AGM of the Company.
6	Value of the proposed transaction	The aggregate value of all the transaction(s) shall not exceed the INR 20 Crores.
7	Percentage of the Company's annual consolidated turnover (approx.) for the year 2023-24 (and for a related party transaction involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	8.38%
8	Justification as to why the RPT is in the interest of the Company	NP Blockhouse is engaged in providing support services for self-owned or leased real estate properties such as apartment building and dwellings, non-residential buildings, developing and subdividing real estate into lots etc. Accordingly, the Company may be required to enter into business transactions with NP Blockhouse in the ordinary course of business of the Company.
9	Additional details, if the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary: a. Details of the source of funds in connection with the proposed transaction; and whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments, if yes then: · nature of indebtedness; · cost of funds; and · tenure; b. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security c. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transactions.	a. The financial assistance would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance to NP Blockhouse. b. The terms and covenants as may be decided by the Board from time to time. The Company may provide unsecured loans to NP Blockhouse at such rate not lower than the lending rates of banks. NP Blockhouse shall repay the loans including interest at such time as may mutually be agreed between the Company and NP Blockhouse. c. The loans shall be utilised by NP Blockhouse for its principal business activities.
10	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
11	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, as annexed to this Notice.



HAMPTON SKY REALTY LIMITED

F. Transaction with Findoc Finvest Private Limited, an entity forming part of Promoter Group

Sr.no.	Particular	Description
1	Name of the related party	Findoc Finvest Private Limited ("Findoc")
2	Name of the director or key managerial personnel who is related, if any;	Not Applicable
3	Nature of relationship including nature of its interest (financial or otherwise)	Findoc is a Promoter Group Company.
4	Type, material terms and particulars of the proposed transaction	Availing/ rendering of loan, Sale/ purchase of goods, availing/ rendering services, reimbursement of expenses, obtaining/ extending corporate guarantee, any transaction involving a transfer of resources, services or obligations. The contracts/ arrangement shall be undertaken in the ordinary course of the business of the Company.
5	Tenure of the proposed transaction	For the transactions to be entered by the Company till the date of next AGM of the Company.
6	Value of the proposed transaction	The aggregate value of all the transaction(s) shall not exceed the INR 300 Crores.
7	Percentage of the Company's annual consolidated turnover (approx.) for the year 2023-24 (and for a related party transaction involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	125.68%
8	Justification as to why the RPT is in the interest of the Company	Findoc is a registered NBFC providing financial assistance services and the Company is exploring its business expansion plans in different areas under the real estate sector. Therefore, the Company may be required to enter into business transactions with Findoc including the transactions related to obtaining loans, giving guarantee(s)/ co-guarantees, and obtaining guarantee(s).
9	Additional details, if the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary: a. Details of the source of funds in connection with the proposed transaction; and whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments, if yes then: · nature of indebtedness; · cost of funds; and · tenure; b. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security c. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transactions.	a. The financial assistance to be provided, if any, would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance to Findoc. b. The terms and covenants as may be decided by the Board from time to time. The Company may provide unsecured loans to Findoc at such rate not lower than the lending rates of banks. Findoc shall repay the loans including interest at such time as may mutually agreed between the Company and Findoc. c. The loans shall be utilised by Findoc for its principal business activities.
10	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
11	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, as annexed to this Notice.



HAMPTON SKY REALTY LIMITED

G. Transaction with RPIL Healthcare Private Limited, a wholly owned subsidiary of the Company

Sr.no.	Particular	Description
1	Name of the related party	RPIL Healthcare Private Limited (RPIL Healthcare)
2	Name of the director or key managerial personnel who is related, if any;	Mr. Sanjeev Arora and Mr. Kavya Arora are directors on RPIL Healthcare.
3	Nature of relationship including nature of its interest (financial or otherwise)	Wholly Owned Subsidiary
4	Type, material terms and particulars of the proposed transaction	Availing/ rendering of loan, Sale/ purchase of goods, availing/ rendering services, reimbursement of expenses, obtaining/ extending corporate guarantee, any transaction involving a transfer of resources, services or obligations. The contracts/ arrangement shall be undertaken in the ordinary course of the business of the Company.
5	Tenure of the proposed transaction	For the transactions to be entered by the Company till the date of next AGM of the Company.
6	Value of the proposed transaction	The aggregate value of all the transaction(s) shall not exceed the INR 300 Crores.
7	Percentage of the Company's annual consolidated turnover (approx.) for the year 2023-24 (and for a related party transaction involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	125.68% RPIL Healthcare was incorporated on February 20, 2023 and is yet to start its commercial operations, thus, it had NIL turnover in financial year 2023-24.
8	Justification as to why the RPT is in the interest of the Company	RPIL Healthcare is engaged in the development and construction of healthcare facilities. The Company shall be required to provide its necessary support and facilities to RPIL Healthcare, being a wholly owned subsidiary, for its operations, business development and growth opportunities.
9	Additional details, if the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary: a. Details of the source of funds in connection with the proposed transaction; and whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments, if yes then: · nature of indebtedness; · cost of funds; and · tenure; b. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security c. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transactions.	a. The financial assistance would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance to RPIL Healthcare. b. The terms and covenants as may be decided by the Board from time to time. The Company may provide unsecured loans to RPIL Healthcare at such rate not lower than the lending rates of banks. RPIL Healthcare shall repay the loans including interest at such time as may mutually be agreed between the Company and RPIL Healthcare. c. The loans shall be utilised by RPIL Healthcare for its principal business activities.
10	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
11	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, as annexed to this Notice.



HAMPTON SKY REALTY LIMITED

H. Transaction with Hampton Sky Hotels Private Limited, a wholly owned subsidiary of the Company

Sr.no.	Particular	Description
1	Name of the related party	Hampton Sky Hotels Private Limited (Hampton Hotels)
2	Name of the director or key managerial personnel who is related, if any;	Mr. Sanjeev Arora and Mr. Kavya Arora are directors in Hampton Hotels.
3	Nature of relationship including nature of its interest (financial or otherwise)	Wholly Owned Subsidiary
4	Type, material terms and particulars of the proposed transaction	Availing/ rendering of loan, Sale/ purchase of goods, availing/ rendering services, reimbursement of expenses, obtaining/ extending corporate guarantee, any transaction involving a transfer of resources, services or obligations. The contracts/ arrangement shall be undertaken in the ordinary course of the business of the Company.
5	Tenure of the proposed transaction	For the transactions to be entered by the Company till the date of next AGM of the Company.
6	Value of the proposed transaction	The aggregate value of all the transaction(s) shall not exceed the INR 300 Crores.
7	Percentage of the Company's annual consolidated turnover (approx.) for the year 2023-24 (and for a related party transaction involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	125.68% Hampton Hotels was incorporated on 12 th August, 2024 and is yet to commence operations, hence it has NIL Turnover for FY 2023-24.
8	Justification as to why the RPT is in the interest of the Company	Hampton Hotels shall be engaged in the management and/ or administration of hospitality facilities. The Company shall be required to provide its necessary support and facilities to Hampton Hotels, being a wholly owned subsidiary, for its operations, business development and growth opportunities.
9	Additional details, if the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary: a. Details of the source of funds in connection with the proposed transaction; and whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments, if yes then: · nature of indebtedness; · cost of funds; and · tenure; b. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security c. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transactions.	a. The financial assistance would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance to Hampton Hotels. b. The terms and covenants as may be decided by the Board from time to time. The Company may provide unsecured loans to Hampton Hotels at such rate not lower than the lending rates of banks. Hampton Hotels shall repay the loans including interest at such time as may mutually agreed between the Company and Hampton Hotels. c. The loans shall be utilised by Hampton Hotels for its principal business activities.
10	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
11	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, as annexed to this Notice.



HAMPTON SKY REALTY LIMITED

I. Transaction with Hampton Sky Hospitality Private Limited, a wholly owned subsidiary of the Company

Sr.no.	Particular	Description
1	Name of the related party	Hampton Sky Hospitality Private Limited (" Hampton Hospitality ")
2	Name of the director or key managerial personnel who is related, if any;	Mr. Sanjeev Arora and Mr. Kavya Arora are directors in Hampton Hospitality.
3	Nature of relationship including nature of its interest (financial or otherwise)	Wholly Owned Subsidiary
4	Type, material terms and particulars of the proposed transaction	Availing/ rendering of loan, Sale/ purchase of goods, availing/ rendering services, reimbursement of expenses, obtaining/ extending corporate guarantee, any transaction involving a transfer of resources, services or obligations. The contracts/ arrangement shall be undertaken in the ordinary course of the business of the Company.
5	Tenure of the proposed transaction	For the transactions to be entered by the Company till the date of next AGM of the Company.
6	Value of the proposed transaction	The aggregate value of all the transaction(s) shall not exceed the INR 250 Crores.
7	Percentage of the Company's annual consolidated turnover (approx.) for the year 2023-24 (and for a related party transaction involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	104.73% Hampton Hospitality was incorporated on 02 nd August, 2024 and is yet to commence operations, hence it has NIL Turnover for FY 2023-24.
8	Justification as to why the RPT is in the interest of the Company	Hampton Hospitality shall be engaged in the management and/ or administration of hospitality facilities. The Company shall be required to provide its necessary support and facilities to Hampton Hospitality, being a wholly owned subsidiary, for its operations, business development and growth opportunities.
9	Additional details, if the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary: a. Details of the source of funds in connection with the proposed transaction; and whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments, if yes then: · nature of indebtedness; · cost of funds; and · tenure; b. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security c. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transactions.	a. The financial assistance would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance to Hampton Hospitality. b. The terms and covenants as may be decided by the Board from time to time. The Company may provide unsecured loans to Hampton Hospitality at such rate not lower than the lending rates of banks. Hampton Hospitality shall repay the loans including interest at such time as may mutually agreed between the Company and Hampton Hospitality. c. The loans shall be utilised by Hampton Hospitality for its principal business activities.
10	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
11	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, as annexed to this Notice.



HAMPTON SKY REALTY LIMITED

J. Transaction with Hampton Sky Farms Private Limited, a joint venture of the Company

Sr.no.	Particular	Description
1	Name of the related party	Hampton Sky Farms Private Limited ("HSFPL")
2	Name of the director or key managerial personnel who is related, if any;	Mr. Deepak Sharma, CFO of the Company is nominated as director by the Company in HSFPL.
3	Nature of relationship including nature of its interest (financial or otherwise)	Joint Venture Company
4	Type, material terms and particulars of the proposed transaction	Availing/ rendering of loan, Sale/ purchase of goods, availing/ rendering services, reimbursement of expenses, obtaining/ extending corporate guarantee, any transaction involving a transfer of resources, services or obligations. The contracts/ arrangement shall be undertaken in the ordinary course of the business of the Company.
5	Tenure of the proposed transaction	For the transactions to be entered by the Company till the date of next AGM of the Company.
6	Value of the proposed transaction	The aggregate value of all the transaction(s) shall not exceed the INR 300 Crores.
7	Percentage of the Company's annual consolidated turnover (approx.) for the year 2023-24 (and for a related party transaction involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	125.68% .
8	Justification as to why the RPT is in the interest of the Company	HSFPL shall be engaged in the development, constructions, sale, purchase, rentals, or operations of farmhouses. The Company shall be required to provide its necessary support and facilities to Hampton Hotels, being a joint venture company, for its operations, business development and growth opportunities.
9	Additional details, if the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary: a. Details of the source of funds in connection with the proposed transaction; and whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments, if yes then: · nature of indebtedness; · cost of funds; and · tenure; b. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security c. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transactions.	a. The financial assistance would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance to HSFPL. b. The terms and covenants as may be decided by the Board from time to time. The Company may provide unsecured loans to HSFPL at such rate not lower than the lending rates of banks. HSHPL shall repay the loans including interest at such time as may mutually agreed between the Company and HSFPL. c. The loans shall be utilised by HSFPL for its principal business activities.
10	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
11	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, as annexed to this Notice.



HAMPTON SKY REALTY LIMITED

K. Transaction(s) of Personal Guarantee(s) by the Promoter(s) and/or Directors/ Promoter Group for the Loan and Borrowings of the Company

Sr.no.	Particular	Description
1	Name of the related party	Mr. Sanjeev Arora, Mrs. Sandhya Arora, and Mr. Kavya Arora.
2	Name of the director or key managerial personnel who is related, if any;	Mr. Sanjeev Arora, Mrs. Sandhya Arora, and Mr. Kavya Arora.
3	Nature of relationship including nature of its interest (financial or otherwise)	Director(s) and/or persons belonging to the Promoter(s)/ Promoter Group of the Company.
4	Type, material terms and particulars of the proposed transaction	<p>The transaction(s) is in relation to providing personal guarantees by the Directors and/or persons belonging to the Promoter(s)/ or Promoter Group of the Company.</p> <p>The transaction(s) shall be entered into at arm's length basis and in the ordinary course of the business of the Company on such terms as are determined with lenders from time to time as per prevailing industry practices.</p>
5	Tenure of the proposed transaction	For the transactions to be entered by the Company till the date of next AGM of the Company.
6	Value of the proposed transaction	The aggregate value of such transaction(s) shall not exceed the INR 500 Crore.
7	Percentage of the Company's annual consolidated turnover (approx.) for the year 2023-24 (and for a related party transaction involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	209.47%
8	Justification as to why the RPT is in the interest of the Company	The transactions shall be carried out in accordance with the terms and conditions set by the lenders with an objective of facilitating convenient borrowing and ensuring the smooth operation and growth of the Company's business.
9	Additional details, if the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary: a. Details of the source of funds in connection with the proposed transaction; and whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments, if yes then: · nature of indebtedness; · cost of funds; and · tenure; b. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security c. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transactions.	Not Applicable
10	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
11	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, as annexed to this Notice.



HAMPTON SKY REALTY LIMITED

L. Transaction(s) of Finton Homes, Partnership Firm, an enterprise controlled by the Company.

Sr.no.	Particular	Description
1	Name of the related party	Finton Homes, Partnership Firm
2	Name of the director or key managerial personnel who is related, if any;	Not applicable
3	Nature of relationship including nature of its interest (financial or otherwise)	The Company holds 55% stake in Finton Homes, Partnership Firm.
4	Type, material terms and particulars of the proposed transaction	Availing/ rendering of loan, Sale/ purchase of goods, availing/ rendering services, reimbursement of expenses, obtaining/ extending corporate guarantee, any transaction involving a transfer of resources, services or obligations. The contracts/ arrangement shall be undertaken in the ordinary course of the business of the Company.
5	Tenure of the proposed transaction	For the transactions to be entered by the Company till the date of next AGM of the Company.
6	Value of the proposed transaction	The aggregate value of such transaction(s) shall not exceed the INR 300 Crore.
7	Percentage of the Company's annual consolidated turnover (approx.) for the year 2023-24 (and for a related party transaction involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	125.68% of the Company's consolidated turnover. 410.34% of the Subsidiary's standalone turnover.
8	Justification as to why the RPT is in the interest of the Company	Finton Homes is engaged in the development/ and management of affordable housing project. It is contemplated that the Company shall be required to undertake various business transactions with Finton Homes in the ordinary course of business, including but not limited to, the supply of goods, rendering of services, providing security/ guarantee.
9	Additional details, if the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary: a. Details of the source of funds in connection with the proposed transaction; and whether any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments, if yes then: · nature of indebtedness; · cost of funds; and · tenure; b. Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security c. The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transactions.	a. The financial assistance would be from own funds / internal accruals of the Company. The Company would not be incurring indebtedness solely for the purpose of providing financial assistance to Finton Homes. b. The terms and covenants as may be decided by the Board from time to time. The Company may provide unsecured loans to Finton Homes in compliance with the applicable laws. Finton Homes shall repay the loans including interest at such time as may mutually agreed between the Company and Finton Homes. c. The loans shall be utilised by Finton Homes for its principal business activities.
10	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
11	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, as annexed to this Notice.



HAMPTON SKY REALTY LIMITED

Item No. 11

Members of the Company are hereby informed that pursuant to the provisions of Section 185 of the Companies Act, 2013 ('Act'), a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that—

- (a) a special resolution is passed by the company in general meeting; and
- (b) the loans are utilised by the borrowing company for its principal business activities.

Members of the Company are hereby further informed that the Company, as a part of its future expansion plans, may have to render support for the business requirements of its group entities/ persons covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to clause (b) of subsection 2 of the section 185 of the Act ("**Entities**"), from time to time.

Therefore, the Board of Directors seek consent of the members by way of a special resolution pursuant to section 185 of the Act for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities, as may be required from time to time, which shall be utilised for principal business activities of such Entities. The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities and the proposed loan, if any, shall be used by the borrowing Company for its principal business activities only.

Accordingly, the Board of Directors recommend the special resolution as set out in Item no. 11 of Notice of AGM for approval of the Members of the Company as a special resolution.

Except to the extent of their shareholdings and directorships in the Company and in the Entities, none of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above sated proposed resolution.

**By Order of the Board of Directors
For Hampton Sky realty limited
(Formerly known as Ritesh Properties and Industries Limited)
Sd/-
(Sanjeev Arora)
Chairman-Cum-Managing Director
DIN: 00077748
Hampton Court, Business Park,
NH 95, Ludhiana-Chandigarh Road,
Ludhiana, Punjab-141123**

**Place: Gurgaon
Date: 05.09.2024**

Registered Office:
205, Second Floor, Kirti Mahal, Rajendra Place,
New Delhi, Delhi, 110008



HAMPTON SKY REALTY LIMITED

Profile of the Directors, being appointed/re-appointed, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (ICSI)

Name of the Director	Mrs. Sandhya Arora	Mr. Sanjeev Arora
DIN	07425174	00077748
Father's Name	Late Jagatri Lal Bhasin	Late Sh. Pran Arora
Date of Birth	September 03, 1966	September 18, 1963
Age	58 years	61 years
Date of first appointment	May 14, 2024	October 25, 2004
Brief resume and expertise in specific functional areas	Ms. Sandhya Arora (DIN - 07425174), aged 58 years, is an accomplished leader with extensive experience in Strategic and Business Planning. She is currently serving as Director at Femmella Fashions India Limited, where she leverages her expertise to drive organizational growth and optimize business strategies. With her vast experience, she has honed her skills in leadership, general management, and strategic decision-making.	Mr. Sanjeev Arora has more than 41 years of experience in business administration and rich experience in real estate sector. Mr Sanjeev Arora is the promoter and Managing Director of the Company. He leads the overall strategy and planning, business development and marketing activities of the Company. Mr. Sanjeev Arora contribution to the real estate, apparel and textile products are commendable and many milestones in the sector have been achieved due to his initiatives and entrepreneurship.
Qualification	Graduate	Bachelor of Commerce, Punjab University
Directorship held in other companies	Femmella Fashions India Limited	1) Arisudana Industries Limited 2) Auster Securities Private Limited 3) Godwin Securities Private Limited 4) Kripra Real Estate Private Limited 5) K P Advisors (Realty) Private Limited 6) Np Blockhouse Real Estate Private Limited 7) RPIL Healthcare Private Limited 8) Hampton Sky Hotels Private Limited 9) Hampton Sky Hospitality Private Limited
Directorship held in listed companies	Nil	Nil
Chairman/ member of the committee of the Board of Directors of other companies in which he is a director	Nil	Member of CSR Committee of Arisudana Industries Limited
listed entities from which the person has resigned in the past three years	Resigned from the Hampton Sky Realty Limited on August 12, 2024	Nil
Number of shares held in the Company as on March 31, 2024	40,52,880	7,89,90,915
No. of Board Meetings attended during the financial year 2023-24	Nil	7 out of 7 Meetings.
Relationship with other Directors, Manager and KMPs of the Company	Wife of the Mr. Sanjeev Arora, Chairman cum Managing Director of Company and Mother of Mr. Kavya Arora, Whole time Director of the Company.	Husband of Mrs. Sandhya Arora and Father of Mr. Kavya Arora, Whole-time Director of Company.
Terms & conditions of appointment/ re-appointment	She was initially inducted as a Board member on 14 th May, 2024 in the capacity of Non-executive Non - independent Director of the Company. Due to personal reasons, she resigned from the Board on 12 th August, 2024. Now, the Board has appointed her again in its Board Meeting held on 05 th September 2024 as an additional director in the capacity of Non-executive Non - independent Director of the Company w.e.f. 05 th September 2024.	Please refer to the explanatory statement of item no. 9 above. Pursuant to the mandatory requirement of Section 152 of the Act, Mr. Sanjeev Arora being eligible is proposed to be re-appointed as the director. Further, the instant re-appointment in terms of Section 152 of the Act as provided under the Item No. 2 of this Notice of the ensuing AGM, shall not be treated as break in his term/ service as the Managing Director of the Company.
Remuneration sought to be paid and the remuneration last drawn	Mrs. Sandhya Arora shall be paid sitting fees as may be approved from time to time by the Board of Directors in accordance with the Remuneration Policy and Article of Association of the Company.	Please refer to the explanatory statement of item no. 9 above.



HAMPTON SKY REALTY LIMITED

DETAILS OF NON-EXECUTIVE INDEPENDENT DIRECTORS SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name of the Director	Dr. Sandeep Puri	Dr. Sulbha Jindal	Ms. Benu Sehgal	Mr. Probir Arora	Mr. Rupinder Singh Sabharwal
DIN	10757596	10766818	0355649	10032179	03592557
Father's Name	Parbodh Chander Puri	Bharti Bhushan Jindal	Om Prakash Vohra	Kirti Kumar Arora	Mr. Maninder Singh Sabharwal
Date of Birth	December 12, 1965	November 11, 1983	June 12, 1963	July 17, 1980	15/05/1986
Age	58 Years	40 Years	61 Years	44 Years	38 Years
Date of first appointment on the Board	05 th September, 2024	05 th September, 2024	05 th September, 2024	05 th September, 2024	07 th September, 2024
Brief Resume	Dr. Sandeep Puri, born on December 12, 1965, is a Consultant Physician specializing in Internal Medicine and Rheumatology. He served as Principal of DMC & H, Ludhiana from 2014 to 2024, and has held various significant academic and administrative roles. He is an esteemed member of several medical associations, including the Association of Physicians of India and the Indian Rheumatology Association. Dr. Puri has received numerous fellowships and honors, including the Rabindranath Tagore Oration Award at APICON 2017, and has made substantial contributions to medical research and publications.	Dr. Sulbha Jindal born on November 11, 1983, is an accomplished Veterinary doctor with 17+ years of experience. She excels in animal treatment, surgery, and diagnostics. She is currently serving as the Managing Director of Jindal Electric Machinery Corporation and successfully oversees the company's operations. Her expertise extends to business management, leadership, strategic planning, and innovation, blending her medical knowledge with exceptional business knowledge is ensuring the continued growth and success of her ventures.	Benu born on June 12, 1963 has over 28 years of multi-disciplinary senior/top-level experience across a variety of sectors including biggies like Unitech, DLF, Ambience, Mukta Arts/WWIL, Ambe Consultancy Services, All About Jobs, Ventures, Apple Industries, Nivica Consultants etc.	Mr. Probir Arora, born on July 17, 1980, is currently an owner at DNA Studio. He brings experience from previous roles at RSA+R204 Design. He holds a Bachelor of Architecture - B.Arch from IP University, New Delhi in 2003. With a robust skill set that includes Hotels, Shopping Centers, Interior Design, Architecture, Restaurants and more.	Mr. Rupinder Singh Sabharwal has done his Bachelor's in Economics from George Washington University. Director in Kobos Ventures which specializes in development of Business Centres and other real estate ventures.
Qualification	He did his M.B.B.S from Dayanand Medical College and Hospital, Ludhiana.	She completed her Bachelor's degree in Veterinary Sciences and Animal Husbandry from Guru Angad Dev Veterinary University, Ludhiana.	She holds a Master's degree in Biotechnology; a PG Diploma in HR from Welingkar University, and she is also a Certified Competency and Performance Developer from Carlton Advanced Management Institute.	He holds a Bachelor of Architecture - B.Arch from IP University, New Delhi in 2003 .	Bachelor's in Economics



HAMPTON SKY REALTY LIMITED

Experience and Expertise in Specific Functional areas	Doctor, Specialist and Consultant.	Veterinary Doctor, Managing Director Jindal Electric Machinery Corporation.	Retail Professional, Trainer	Architect	Holding position of Director in Kobos Ventures which specializes in development of Business Centres and other real estate ventures.
Shareholding in the Company as on 31st March, 2024	Nil	Nil	Nil	Nil	Nil
Relationships between directors inter-se, Manager and other Key Managerial Personnel of the company	NA	NA	Nil	NA	NA
Number of Meetings of the Board attended during the year	Nil	Nil	Nil	Nil	Nil
Directorship/ membership/chairmanship of Committees of the others board	Nil	Nil	Directorship: 1. Yayway Ventures Private Limited 2. Splendor Lifestyle Products Private Limited 3. Glam Events & Star League Private Limited 4. Splendor Landbase Limited 5. White Window Beauty Solutions Private Limited 6. BTS Retail Private Limited 7. Glory Star Projects Private Limited 8. Pro-Amante Cosmetics Private Limited 9. Pro CLB Global Limited	Nil	Directorship: 1. Kobos Ventures Private Limited 2. Krava Technologies Private Limited 3. VBR Media Private Limited
Name of listed entities from which the person has resigned in the past three years	Nil	Nil	Nil	Nil	Nil
Shareholding of non-executive directors in the listed entity, including beneficial ownership	Nil	Nil	Nil	Nil	Nil



HAMPTON SKY REALTY LIMITED

Terms and Conditions of appointment/ re-appointment	Dr. Sandeep Puri shall be appointed as an independent director of the Company for a term of 5(five) years with effect from 05 th September 2024 to 04 th September 2029 and he shall not be liable to retire by rotation.	Dr. Sulbha Jindal shall be appointed as an independent director of the Company for a term of 5(five) years with effect from 05 th September 2024 to 04 th September 2029 and she shall not be liable to retire by rotation.	Ms. Benu Sehgal shall be appointed as an independent director of the Company for a term of 5(five) years with effect from 05 th September 2024 to 04 th September 2029 and he shall not be liable to retire by rotation.	Mr. Probir Arora shall be appointed as an independent director of the Company for a term of 5(five) years with effect from 05 th September 2024 to 04 th September 2029 and he shall not be liable to retire by rotation.	Mr. Rupinder Singh Sabharwal shall be appointed as an Independent Director of the Company for a term of 5(five) years with effect from 07 th September 2024 to 06 th September 2029 and he shall not be liable to retire by rotation.
Details of remuneration last drawn by such person	Nil	Nil	Nil	Nil	Nil
Details of remuneration sought to be paid	Dr. Sandeep Puri shall be paid sitting fees as may be approved from time to time by the Board of Directors in accordance with the Remuneration Policy and Article of Association of the Company.	Dr. Sulbha Jindal shall be paid sitting fees as may be approved from time to time by the Board of Directors in accordance with the Remuneration Policy and Article of Association of the Company.	Ms. Benu Sehgal shall be paid sitting fees as may be approved from time to time by the Board of Directors in accordance with the Remuneration Policy and Article of Association of the Company.	Mr. Probir Arora shall be paid sitting fees as may be approved from time to time by the Board of Directors in accordance with the Remuneration Policy and Article of Association of the Company.	Mr. Rupinder Singh Sabharwal shall be paid sitting fees as may be approved from time to time by the Board of Directors in accordance with the Remuneration Policy and Article of Association of the Company.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013 (THE "ACT") WITH RESPECT TO ITEM NO. 9

I. GENERAL INFORMATION

(a) **Nature of industry:**

Hampton Sky Realty Limited is engaged in the business of *inter alia* real estate and trading activities.

(b) **Date or expected date of commencement of commercial production:**

The Company commenced business in the year of its incorporation i.e. 1987.

(c) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

(d) **Financial performance based on given indicators**

(Amount Rs. In Lakhs)

Particulars	2023-24	2022-23	2021-22
Revenue from Operations	18,446.80	3,842.28	13,617.47
Other Income	284.02	197.56	1,240.08
Total Revenue	18,730.82	4,039.85	14,857.55
Total expenses	17,395.22	4,283.56	12,358.86
Profit before tax	1,335.61	(243.71)	2,498.69
Profit/(Loss) for the period	1,367.63	(54.14)	2,379.10

(e) **Foreign investments or collaborations, if any.**

As on March 31, 2024, the Company did not make or receive any foreign investment.



HAMPTON SKY REALTY LIMITED

II. INFORMATION ABOUT THE APPOINTEE:

- (a) **Background details, job profile and suitability:** Please refer to the explanatory statement of item no. 9 above.
- (b) **Past Remuneration:** Please refer to the explanatory statement of item no. 9 above.
- (c) **The remuneration or commission drawn by the individual concerned in any other capacity:** Nil
- (d) **The remuneration or commission drawn by him from any other company:** Nil
- (e) **Remuneration proposed:** Please refer to the explanatory statement of item no. 9 above.
- (f) **Recognition or awards:** Please refer to the explanatory statement of item no. 9 above.
- (g) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person, and the relationship between remuneration and performance of the person (in case of expatriates the relevant details would be with respect to the country of origin):**

Mr. Sanjeev Arora, a Commerce graduate with more than 41 years of business experience, has proven to be a guiding force for the company's growth and expansion. As the Chairman cum Managing Director and promoter, Mr. Arora has played a pivotal role in defining the company's strategy across research and development, technology partnerships, business development, and marketing. His leadership has significantly impacted the industrial sector, with numerous milestones reached under his guidance, highlighting his entrepreneurial vision and innovative approach. His respective skill sets and experience place him in a correspondingly equal position at peer Companies in India. Considering his specific company profile, the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.

- (h) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:**

Apart from the remuneration paid to Mr. Sanjeev Arora as Managing Director as stated above and his respective shareholding held in the Company, he does not have any pecuniary relationship directly or indirectly with the Company and its managerial personnel.

- (i) **The securities held by the director, including options and details of the shares pledged as at the end of the preceding financial year:** Please refer to the explanatory statement of item no. 9 above.
- (j) **Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference:** No
- (k) **The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company.**

Please refer to the Board's report.

III. OTHER INFORMATION:

- (a) **Reason of loss or inadequate profits:** As on March 31, 2024, the Company did not have any loss or inadequate profits. The disclosure under Schedule V has been given as a matter of abundant precaution.
- (b) **Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:** The Company is regularly taking steps for further improvement and growth in the productivity and profits.
- (c) **Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:** The Company is regularly taking steps for further improvement and growth in the productivity and profits.

**By Order of the Board of Directors
For Hampton Sky realty limited
(Formerly known as Ritesh Properties and Industries Limited)**

**Sd/-
(Sanjeev Arora)
Chairman-Cum-Managing Director
DIN: 00077748
Hampton Court, Business Park,
NH 95, Ludhiana-Chandigarh Road,
Ludhiana, Punjab-141123**

Place: Gurgaon
Date: 05.09.2024

Registered Office:
205, Second Floor, Kirti Mahal, Rajendra Place,
New Delhi, Delhi, 110008