

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General Meeting of the shareholders of **RITZ MERCANTILE LIMITED** will be held on Friday, the 27th day of September, 2024 at 04:00 P.M. at the registered office of the Company situated at 1305, 13th Floor, Devika Tower, 6 Nehru Place, New Delhi-110019 to conduct the following business as:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended 31st March, 2024 together with Report of the Board of Directors and the Auditor's thereon.
2. To appoint director in place of Mrs. Neelam Singhvi (DIN: 00683077), who retire by rotation & being eligible, offers himself for re-appointment.
3. To ratify below resolution re-appointing Statutory Auditors of the Company already passed in the members meeting dated 03.07.2020:-

"Resolved that, in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, as amended from time to time, the Company hereby approves the appointment of M/s. DBS & Associates, Chartered Accountants (Registration No. 081627N), as Auditors of the Company from the conclusion of this Meeting to hold such office for a period of five years till the conclusion of the 39th AGM on Such remuneration as may be fixed by the Board of Directors to conduct the audit for the financial year 2023-24 payable in one or more installments plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred."

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. UPENDRA KUMAR SAHU (DIN No. 10670809) AS AN ADDITIONAL DIRECTOR (NON EXECUTIVE & INDEPENDENT)

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with **Companies (Appointment and Qualification of Directors) Rules, 2014**, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Board be and is hereby accorded, to appoint **Upendra Kumar Sahu (DIN No. 10670809)** as an Additional Director (**Non-Executive & Independent**) on the Board of the Company w.e.f. **08.07.2024** to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as an Independent Director."

Place: New Delhi
Dated: 31.08.2024

By order of Board

Sd/-
Garvit Singhvi
Wholetime Director
DIN: 00597757



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING IN HIS/HER PLACE. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY FILLED IN SHOULD REACH THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME OF THE MEETING.
2. The register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2024 to 27th September, 2024 (both days inclusive).
3. Members are requested to notify immediately, change in their address, if any, to the company quoting their folio numbers.
4. Members are requested to send their queries, if any, on the financial accounts at least 7 days in advance so that the information can be made available at the meeting. Members may also mail their queries at following mail id:-
ritzmercantilelimited@gmail.com
5. **Information and other instructions relating to e-voting are as under:**
 - (A) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the 38th Annual General Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - (B) The facility for voting through ballot paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting.
 - (C) The members who have cast their vote by remote e-voting prior to the meeting may also attend the Meeting but shall not be entitled to cast their vote again.

Procedure for E-Voting

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting for AGM.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 24th September, 2024 at 09.00 a.m. and ends on 26th September, 2024 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 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 through remote e-voting would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on Attendance Sheet. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant '**RITZ MERCANTILE LIMITED**' on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e.

20th September, 2024 may follow the same instructions as mentioned above for e-Voting.

- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) Voting can be exercised only by the shareholder or his/her duly constituted attorney/proxy or, in case of bodies corporate, the duly authorized person.
- (D) The Results of Annual General Meeting shall be declared on September 29th, 2024. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ritzmercantile.com and on the website of CDSL and shall be communicated to Calcutta Stock Exchange of India Limited and Metropolitan Stock Exchange of India.
- (E) M/s. Surendra Barnwal & Associates, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013, AS AMENDED FROM TIME TO TIME

Item No.4

The Board of Directors of the Company have appointed Mr. Upendra Kumar Sahu (DIN No. 10670809) as an Additional Director (Non Executive & Independent) of the Company with effect from July 8, 2024, in accordance with the provisions of Section 161(1) of the Companies Act, 2013. Further, he would hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing general meeting, for appointment as an independent director.

Place: New Delhi
Dated: 31.08.2024

By order of Board
Sd/-
Garvit Singhvi
Wholetime Director
DIN: 00597757



MGT-11
PROXY FORM

Name of Member(s)	
Registered Address:	
e-mail id	
Folio No./Client ID	
DP ID	

I/We, being the member(s) of shares of the above named company, hereby appoint:-

- (1) Name Address
- e-mail id Signature..... Or failing him/her
- (2) Name Address
- e-mail id Signature..... or failing him/her
- (3) Name Address
- e-mail id Signature..... or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the shareholders of RITZ MERCANTILE LIMITED will be held on **27th day of September, 2024** at 04:00 P.M. at the registered office of the Company situated at 1305, 13th Floor, Devika Tower, 6 Nehru Place, New Delhi-110019 and at any adjournment thereof in respect of such resolution as are indicated below:-

Resolution No.

As Ordinary business:

1. To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended 31st March, 2024 together with Report of the Board of Directors and the Auditor's thereon.
2. To appoint director in place of Mrs. Neelam Singhvi (DIN: 00683077), who retire by rotation & being eligible, offers himself for re-appointment.
3. To ratify below resolution re-appointing Statutory Auditors of the Company already passed in the members meeting dated 03.07.2020:-

“Resolved that, in accordance with the provisions of Sections 139 and 142 of the Companies Act, 2013, as amended from time to time, the Company hereby approves the appointment of M/s. DBS & Associates, Chartered Accountants (Registration No. 081627N), as Auditors of the Company from the conclusion of this Meeting to hold such office for a period of five years till the conclusion of the 39th AGM on Such remuneration as may be fixed by the Board of Directors to conduct the audit for the

Financial year 2023-24 payable in one or more installments plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred.”

Resolution No.

As Special business:

4. APPOINTMENT OF MR. UPENDRA KUMAR SAHU (DIN No. 10670809) AS AN ADDITIONAL DIRECTOR (NON EXECUTIVE & INDEPENDENT)

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and Section 161(1) read with **Companies (Appointment and Qualification of Directors) Rules, 2014**, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), Consent of the Board be and is hereby accorded, to appoint **Upendra Kumar Sahu (DIN No. 10670809)** as an Additional Director (**Non-Executive & Independent**) on the Board of the Company w.e.f. **08.07.2024** to hold office till the conclusion of the next Annual General Meeting and subject to the approval of the members in the ensuing General Meeting, for appointment as an Independent Director.”

Signed this _____ Day of _____, 2024

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix Revenue Stamp Re 1/-

NOTES: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the meeting Hall. Joint shareholders may obtain additional attendance slips on request (Folio Nos., Client ID* & Name of shareholders/joint holders/ Proxy in Block Letters to be furnished below).

Shareholder/Proxy	DP ID*	Client ID*	Folio	No. of Shares Held

I hereby record my presence at the 38th Annual General Meeting of the shareholders of RITZ MERCANTILE LIMITED will be held on **27th day of September, 2024** at 04:00 P.M. at the registered office of the Company situated at 1305, 13th Floor, Devika Tower, 6 Nehru Place, New Delhi-110019.

Signature of Shareholder or Proxy _____

NOTES:

1. Shareholders/Proxy holders are requested to bring the Attendance Slip with them when they come to the Meeting and hand it over at the gate after affixing their signature on it.
2. Shareholders are requested to advise, indicating their Folio Nos., DP ID*, Client ID*, the change in their address, if any, to the registrar and Transfer Agents at Alankit Assignments Limited, 1E/13, Jhandewalan Ext., New Delhi-110055.

*Applicable for investors holding shares in Electronic (Demat) Form.

ROUTE MAP

From

Nehru Place Metro Station, New Delhi

To

Devika Tower, 6 Nehru Place, New Delhi-110019

(Address of Registered Office of the Company & venue of AGM)

