

# Ritco Logistics Limited

Date: 6<sup>th</sup> September, 2024

To  
The Manager  
Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, Plot No. C-1, G Block,  
Bandra- Kurla Complex, Bandra (East)  
Mumbai-400051  
NSE SYMBOL: RITCO

To  
The General Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
1st Floor, New Trading Ring, Rotunda  
Building, Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai-400001  
BSE Scrip Code: 542383

## Sub: Notice of 23<sup>rd</sup> Annual General Meeting

Dear Sir,

Pursuant to Provision of Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, we enclose herewith the Notice of 23<sup>rd</sup> Annual General Meeting of the Company schedule to be held on Monday, 30<sup>th</sup> September, 2024 at 01:00 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

We request you to kindly take the above submission on record.

Thanking you,

Yours Sincerely,

**For Ritco Logistics Limited**

**Gitika**  
**Arora**  
Digitally signed  
by Gitika Arora  
Date: 2024.09.06  
19:11:40 +05'30'

**Gitika Arora**  
**Company Secretary and Compliance Officer**



Corp. & Admin. Office : "RITCO HOUSE" 336, Phase-II, Udyog Vihar, Gurugram - 122016,  
Haryana Ph. : 0124-4702300/301 E-mail : ho@ritcologistics.com CIN No. :  
L60221DL2001PLC112167 Regd. Office : 508, 5<sup>th</sup> Floor, Jyoti Shikhar Tower, District Centre, Janakpuri,  
New Delhi-110058 Ph.: 011-25522158

[www.ritcologistics.com](http://www.ritcologistics.com)



## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty-Third Annual General Meeting** of the Members of M/s RITCO LOGISTICS LIMITED will be held on Monday, 30<sup>th</sup> September, 2024 at 01:00 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") to transact the following business:

### **ORDINARY BUSINESS:**

#### **ITEM NO. 1**

To consider and adopt the Audited Consolidated and Standalone Balance Sheet for the year ended 31<sup>st</sup> March, 2024 and the Profit and Loss Account for the financial year ended 31<sup>st</sup> March, 2024 and the Directors' and Auditors' Reports thereon.

#### **ITEM NO. 2**

#### **TO APPOINT THE DIRECTORS, WHO ARE LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE OFFERS THEMSELVES FOR RE-APPOINTMENT:**

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

"RESOLVED THAT pursuant to the provision of section 152(6) of the Companies Act, 2013 and rules made thereunder Mrs. Roma Wadhwa (DIN-08295808), who retires by rotation, and being eligible, offer herself for the re-appointment be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

#### **ITEM NO. 3**

#### **TO APPOINT M/S. MITTAL & ASSOCIATES, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 001076N) AS THE STATUTORY AUDITORS OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. Mittal & Associates, Chartered Accountants (Firm Registration No. 001076N) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 23<sup>rd</sup> Annual General Meeting (AGM) until the conclusion of the 28<sup>th</sup> AGM of the Company, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

**RESOLVED FURTHER THAT** the Board or any duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

**SPECIAL BUSINESS:**

**ITEM NO. 4**

**TO APPOINT MR. MANMOHAN PAL SINGH CHADHA AS WHOLE-TIME DIRECTOR FOR A TERM OF 5 YEARS**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee, approval of the Audit Committee and the approval of the Board of Directors, consent of the members of the Company be and are hereby accorded for the appointment of Mr. Manmohan Pal Singh Chadha, as the Whole-Time Director of the Company for a period of 5 years with effect from 4<sup>th</sup> September, 2024, on the terms and conditions including remuneration as set out in the draft agreement to be entered into between the Company and Mr. Manmohan Pal Singh Chadha, with liberty to the Board of Directors to alter

and vary the terms and conditions of the said reappointment and/or agreement as it may deem fit and as may be acceptable to Mr. Manmohan Pal Singh Chadha, subject to the same not exceeding the limits specified under Schedule V to the Act or any statutory modification(s) or re-enactment thereof.”

“**RESOLVED FURTHER THAT** in the event of inadequacy or absence of profits in any financial year during the tenure of the Whole-Time Director, the remuneration payable to him shall be in accordance with the limits prescribed under Schedule V to the Act and any other applicable provisions of the Act and rules made thereunder or any amendments thereto or modifications thereof as may be made from time to time.”

“**RESOLVED FURTHER THAT** the consent of shareholders be and is hereby accorded to ratify all acts and deeds done by Mr. Man Mohan Pal Singh Chadha in capacity of Executive Whole Time Director from his last appointment till date also the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be deemed necessary to give effect to this resolution, including but not limited to, filing of necessary forms with the Registrar of Companies and any other regulatory authorities, and to sign and execute any necessary documents, deeds, and writings in this regard.”

“**RESOLVED FURTHER THAT** a certified true copy of the resolution be provided to any person as may be necessary under the signature of any Director or Company Secretary of the Company.”

“**RESOLVED FURTHER THAT** pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company Secretary or any Director of the Company be and is hereby authorized to inform the stock exchange(s) where the securities of the Company are listed, about the appointment of Mr. Man Mohan Pal Singh Chadha as the Whole Time Director of the Company and to make such disclosures as may be required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

**ITEM NO. 5**

**TO APPOINT MR. SANJEEV KUMAR ELWADHI AS MANAGING DIRECTOR FOR A TERM OF 5 YEARS**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the company be and are hereby accorded to appoint Mr. Sanjeev Kumar Elwadhi as the Managing Director of the Company for a period of 5 years with effect from 4<sup>th</sup> September, 2024, on the terms and conditions including remuneration as set out in the draft agreement to be entered into between the Company and Mr. Sanjeev Kumar Elwadhi, with liberty to the Board of Directors to alter and vary the terms and conditions of the said reappointment and/or agreement as it may deem fit and as may be acceptable to Mr. Sanjeev Kumar Elwadhi, subject to the same not exceeding the limits specified under Schedule V to the Act or any statutory modification(s) or re-enactment thereof.”

**“RESOLVED FURTHER THAT** in the event of inadequacy or absence of profits in any financial year during the tenure of the Managing Director, the remuneration payable to him shall be in accordance with the limits prescribed under Schedule V to the Act and any other applicable provisions of the Act and rules made thereunder or any amendments thereto or modifications thereof as may be made from time to time.”

**“RESOLVED FURTHER THAT** the consent of shareholders be and is hereby accorded to ratify all acts and deeds done by Mr. Sanjeev Kumar Elwadhi, in capacity of Executive Managing Director from his last appointment till date also any of the Director or Company Secretary of the Company, be and is hereby authorized to sign and submit all necessary forms, documents, and returns with the Registrar of Companies and other statutory authorities, and to do all such acts, deeds, matters, and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

**“RESOLVED FURTHER THAT** under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company Secretary or any Director of the Company be and is hereby authorized to inform the stock exchange(s) where the securities of the Company are listed, about the appointment of Mr. Sanjeev Kumar Elwadhi as the Managing

Director of the Company and to make such disclosures as may be required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

**By order of the Board of the Directors  
For Ritco Logistics Limited**

**Sd/-  
Gitika Arora  
Company Secretary  
Membership No.: 37409**

**Date: 6<sup>th</sup> September, 2024  
Place: Gurugram**

**Registered Office:  
508, 5<sup>th</sup> Floor, Jyoti Shikhar Tower,  
District Centre, Janak Puri,  
New Delhi - 110 058**

**Notes:**

1. Pursuant to the Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ('MCA Circulars') and Circular dated May 13, 2022 issued by the Securities and Exchange Board of India ('SEBI Circular') and all other relevant circulars issued from time to time, physical attendance of the Members to EGM/AGM venue is not required and general meeting to be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, members can attend and participate in the ensuing AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is available at the Company's website [www.ritcologistics.com](http://www.ritcologistics.com). The deemed venue for the AGM shall be the Registered Office of the Company.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

4. Corporate Members intending their authorized representative to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through their registered email address to [mukunvivekandcompany@gmail.com](mailto:mukunvivekandcompany@gmail.com) with copies marked to the Company at [cs@ritcologistics.com](mailto:cs@ritcologistics.com).
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. In compliance with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2023-24 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2023-24 has been uploaded on the website of the Company at [www.ritcologistics.com](http://www.ritcologistics.com) The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India at [www.nseindia.com](http://www.nseindia.com)
8. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this AGM is being held pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
9. The shareholders who had not registered their email address with the company:
  - a. In case of shares held in demat mode, please provide DPID-CLID (16 Digit DPID + CLID or 16 Digit beneficiary ID), Name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) to [cs@ritcologistics.com](mailto:cs@ritcologistics.com).
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and related Rules and Register of Contracts or Arrangements in which directors are interested under Section 189 of the Companies Act, 2013 and related Rules thereunder will be available online for inspection by Members of the Company.
11. In compliance with the aforesaid MCA Circulars, Notice of the AGM and Directors Report along with annexures for the financial year 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company.
12. E-Voting is available to members as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of The Company (Management and Administration) Rules, 2014 the members can exercise their vote by electronic means from 27<sup>th</sup> September, 2024, 09.00 AM till 29<sup>th</sup> September, 2024, 5.00 PM.

13. The Register of Members and Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September, 2024 to 30<sup>th</sup> September, 2024 (both days inclusive). The Record date / Cut-off date to determine the eligibility of members for the purpose of the voting at the 23<sup>rd</sup> Annual General Meeting is 23<sup>rd</sup> September, 2024.
14. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. 23<sup>rd</sup> September, 2024.
15. Pursuant to SEBI (LODR) Regulations, 2015, details of directors seeking appointment/reappointment at the Meeting are given in detail, is annexed hereto.

**16. Remote e-Voting Instructions for shareholders:**

1. As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**1. Login method for Individual shareholders holding securities in demat mode is given below:**

**1. Individual Shareholders holding securities in demat mode with NSDL**

**METHOD 1 - If registered with NSDL IDeAS facility**

**Users who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**User who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.



- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL:**

**METHOD 1 - If registered with CDSL Easi/Easiest facility**

**Users who have registered for CDSL Easi/Easiest facility.**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Users who have not registered for CDSL Easi/Easiest facility.**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘Submit’.

### **Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.

### **Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):**

#### **STEP 1 - Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

#### **STEP 2 -Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - a. 'Investor ID' -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. 'Investor's Name' - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be - DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

#### **STEP 3 - Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

#### **METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

#### **VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### **Helpdesk:**

##### **Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 - 4918 6000.

##### **Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

securities in demat mode with NSDL	
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

### **Forgot Password:**

#### **Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

#### **Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned*

*above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
  - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”

**By order of the Board of the Directors  
For Ritco Logistics Limited**

**Sd/-  
Gitika Arora  
Company Secretary  
Membership No.:37409**

**Date: 6<sup>th</sup> September, 2024  
Place: Gurugram**

**Registered Office:  
508, 5<sup>th</sup> Floor, Jyoti Shikhar Tower,  
District Centre, Janak Puri  
New Delhi – 110 058**

**ANNEXURE TO NOTICE**  
**EXPLANATORY STATEMENT**

**As required by Section 102 of the Companies Act 2013, the following Explanatory Statement set out all material facts relating to the business mentioned under item no. 4 and 5 of the accompanying Notice dated 06<sup>th</sup> September, 2024**

**ITEM NO. 4**

The Board of Directors and the Nomination and Remuneration Committee, approved the appointment of Mr. Man Mohan Pal Singh Chadha as Whole-time Director, not liable to retire by rotation, for a period of 5 (Five) years from September 4, 2024 subject to approval of Shareholders at this Annual General Meeting.

Mr. Man Mohan Pal Singh Chadha being one of the Founding Promoters of the company have been working tirelessly for growth of the company since inception besides in-depth knowledge about the Company, he has strong technical and analytical skills and expertise for leading the Corporate Finance function, including Risk Management and Internal Control. He has been instrumental in managing Finance and Administration operations critical for the Company.

He holds a Bachelor's degree in Commerce from Delhi University. Mr. Man Mohan Pal Singh Chadha is a First-Generation entrepreneur and has over 25 years of experience in the field of Transportation and Logistics.

Mr. Man Mohan Pal Singh Chadha is the Key Managerial Personnel of the Company.

Mr. Man Mohan Pal Singh Chadha has granted the consent for his appointment as a whole-time director. Further, as per confirmation received from him, he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order by SEBI or any other authority.

The Company has not defaulted in payment of dues to any bank or public financial institution or other secured creditor, if any.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

None of the Directors / Key Managerial Personnel of the Company and their relatives is/are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the Notice other than Mr. Man Mohan Pal Singh Chadha.

Broad particulars of the terms of appointment and remuneration payable to Mr. Man Mohan Pal Singh Chadha are as under -

**Remuneration:**

In consideration of the performance of his duties to the Company, Mr. Man Mohan Pal Singh Chadha shall be entitled to the following remuneration subject to applicable taxes:

- i) Salary and perquisites: upto a ceiling of Rs. 30,00,000 per annum (same as the last drawn salary); to be paid monthly and/or annually, as may be approved by the Board.

- Increments in the annual salary shall be as per the Company's policy and as may be determined by Board of Directors, from time to time;
- ii) The Company's contribution to provident fund, group insurance and gratuity shall not be included in the computation of the above ceiling on remuneration and allowances/perquisites/benefits.

**General terms and conditions:**

- During his employment pursuant to this Agreement, Mr. Man Mohan Pal Singh Chadha shall devote sufficient time to enable him to discharge his duties to the Company diligently and to the best of his abilities and shall in all respects comply with the Company's Code of Business Conduct and other Company's Policies and Procedures.
- The Board or any Committee of the Board shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the remuneration, from time to time, as it may deem fit

The additional details of Mr. Man Mohan Pal Singh Chadha as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India are set out in the **Annexure A** forming part of this Notice.

**ITEM NO. 5**

The Board of Directors and the Nomination and Remuneration Committee, approved the appointment of Mr. Mr. Sanjeev Kumar Elwadhi as Managing Director, not liable to retire by rotation, for a period of 5 (Five) years from September 4, 2024 subject to approval of Shareholders at this Annual General Meeting.

Mr. Mr. Sanjeev Kumar Elwadhi being one of the Founding Promoters of the company have been working tirelessly for growth of your company since inception besides in-depth knowledge about the Company, he has been leading the Operations and Marketing of the company and has been instrumental in IT enablement of the company. He has been instrumental in developing the IT backbone of the company and has been key person for growth in operations and profitability of the Company.

Mr. Sanjeev Kumar Elwadhi was appointed as a Director of the Company on August 23, 2001 and was later also appointed as the Managing Director (MD) of the Company. He was subsequently appointed as Chief Executive Officer (CEO), designated as MD & CEO, for period of 5 years w.e.f. February 20, 2023.

In accordance to the applicable provisions of Companies Act, 2013, the Managerial Remuneration paid by the Company is well within the prescribed limits under Section 197 of Companies Act, 2013.

Mr. Sanjeev Kumar Elwadhi has confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has also confirmed that he is not



debarred from holding the office of Director by virtue of any order by SEBI or any other authority. Mr. Sanjeev Kumar Elwadhi has consented to act as the MD & CEO of the Company, if so appointed.

Brief resume of Mr. Sanjeev Kumar Elwadhi, along with disclosures required under Listing Regulations and Secretarial Standard – 2 on General Meeting issued by the Institute of Company Secretaries of India are mentioned in **Annexure A** of this Notice.

The Company has not defaulted in payment of dues to any bank or public financial institution or other secured creditor, if any.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

Ms. Roma Wadhwa, being his relatives are deemed to be interested in the said resolution. None of the other Directors / Key Managerial Personnel of the Company and their relatives is/are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 5 of the Notice other than Mr. Sanjeev Kumar Elwadhi.

Broad particulars of the terms of appointment and remuneration payable to Mr. Sanjeev Kumar Elwadhi are as under –

**Remuneration:**

In consideration of the performance of his duties to the Company, Mr. Sanjeev Kumar Elwadhi shall be entitled to the following remuneration subject to applicable taxes:

- i) Salary and perquisites: upto a ceiling of Rs. 30,00,000 per annum (same as last drawn salary); to be paid monthly and/or annually, as may be approved by the Board. Increments in the annual salary shall be as per the Company's policy and as may be determined by Board of Directors, from time to time;
- ii) The Company's contribution to provident fund, group insurance and gratuity shall not be included in the computation of the above ceiling on remuneration and allowances/perquisites/benefits.

**General terms and conditions:**

- During his employment pursuant to this Agreement, Mr. Sanjeev Kumar Elwadhi shall devote sufficient time to enable him to discharge his duties to the Company diligently and to the best of his abilities and shall in all respects comply with the Company's Code of Business Conduct and other Company's Policies and Procedures.
- The Board or any Committee of the Board shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the remuneration, from time to time, as it may deem fit

## ANNEXURE A

Information as required under 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS- 2) for Item No. 4 and 5 is given here under:

Sr No	Particulars	Details	
1.	Name of Director	Man Mohan Pal Chadha Singh	Sanjeev Kumar Elwadhi
2.	Date of Birth	16/09/1970	02/11/1968
3.	DIN	01763805	02694204
4.	Age	54 Years	56 Years
5.	Brief resume, experience and qualification	He is one of the founding promoters of our Company. He holds a Bachelor's degree in Commerce from Delhi University. Mr. Man Mohan Pal Singh Chadha is a First-Generation entrepreneur and has over 25 years of experience in the field of Transportation and Logistics. He is currently responsible for supervising and overlooking finance as well as legal matters of our Company.	He has been associated with our Company since incorporation. He has completed his Bachelor of Commerce from Delhi University. He has an experience of 30 years in Logistics and Transportation Industry. He is involved in oversight of day-to-day affairs of our company. He has been instrumental in business development particularly related to Contract Logistics and Fleet Management.
6.	Nature of expertise in specific functional areas	28 years of experience in the Logistics industry	30 years of experience in the Logistics industry
7.	Terms and conditions of appointment / re-appointment	<p>During his employment pursuant to this Agreement, Mr. Man Mohan Pal Singh Chadha shall devote sufficient time to enable him to discharge his duties to the Company diligently and to the best of his abilities and shall in all respects comply with the Company's Code of Business Conduct and other Company's Policies and Procedures.</p> <p>The Board or any Committee of the Board shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the remuneration, from time to time, as it may deem fit</p>	<p>During his employment pursuant to this Agreement, Mr. Sanjeev Kumar Elwadhi shall devote sufficient time to enable him to discharge his duties to the Company diligently and to the best of his abilities and shall in all respects comply with the Company's Code of Business Conduct and other Company's Policies and Procedures.</p> <p>The Board or any Committee of the Board shall, in accordance with the statutory limits/approvals as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend the terms and conditions of the remuneration, from time to time, as it may deem fit</p>

8.	Remuneration proposed to be paid	Salary and perquisites: upto a ceiling of Rs. 30,00,000 per annum <b>(same as last drawn salary)</b> ; to be paid monthly and/or annually, as may be approved by the Board. Increments in the annual salary shall be as per the Company's policy and as may be determined by Board of Directors, from time to time;  The Company's contribution to provident fund, group insurance and gratuity shall not be included in the computation of the above ceiling on remuneration and allowances/perquisites/benefits.	Salary and perquisites: upto a ceiling of Rs. 30,00,000 per annum <b>(same as last drawn salary)</b> ; to be paid monthly and/or annually, as may be approved by the Board. Increments in the annual salary shall be as per the Company's policy and as may be determined by Board of Directors, from time to time;  The Company's contribution to provident fund, group insurance and gratuity shall not be included in the computation of the above ceiling on remuneration and allowances/perquisites/benefits.
9.	Date of first appointment on Board, last drawn remuneration	August 23, 2001, being promoter director of the company  Last Drawn Salary - Rs.30 Lacs per annum	August 23, 2001, being promoter director of the company  Last Drawn Salary - Rs.30 Lacs per annum
10.	Relationships with other directors and Key Managerial Personnel inter-se	NA	Brother of Roma Wadhwa, Non-Executive Director
11.	Directorship or Membership/ Chairmanship held in other Companies Boards. Names of Listed entities in which the person also holds the directorship and the Membership/ Chairmanship of Committees of the board along with listed entities from which the person has resigned in the past three years.	RITCO CHARLIE RETAILS PRIVATE LIMITED  RITCO LEASING AND FINANCE PVT LTD	RITCO CHARLIE RETAILS PRIVATE LIMITED  RITCO LEASING AND FINANCE PVT LTD
12.	No. of Equity shares held in the	8937668	8937450

	Company (Including Shareholding as a beneficial owner) (As on March 31, 2024)		
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