



Letter No.: RDL/020/2022-23
Date: 03rd September, 2022

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

Dear Sir/ Madam,

Sub: Submission of Notice of 16th Annual General Meeting

Ref: Ratnabhumi Developers Limited (Scrip Code: 540796) ISIN: INE821Y01011

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 16th Annual General Meeting of Ratnabhumi Developers Limited (the Company) which is scheduled to be held on Wednesday, 28th day of September, 2022 at 11:00 A.M. IST through Video Conferencing ("VC")/ Other Audio Visual Means (OAVM).

There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. The aforesaid notice has also been placed on the website of the Company at www.ratnagroup.co.in.

This is for your information and records.

Thanking You,

Yours faithfully,
For, Ratnabhumi Developers Limited

SHAH MAULI
Digitally signed by SHAH
MAULI
Date: 2022.09.03 11:09:54
+05'30'

Ms. Mauli Shah
Compliance Officer

Place: Ahmedabad

Encl.: Notice of the AGM

NOTICE OF 16TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixteenth Annual General Meeting of the members of Ratnabhumi Developers Limited (CIN: L45200GJ2006PLC048776) will be held on Wednesday, 28th day of September, 2022 at 11:00 AM IST through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2022 and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Rinni Shah (DIN: 07368796), who retires by rotation and, being eligible, offers herself for re-appointment.

Special Business:

3. **Re-appointment of Mr. Kaivan Shah (DIN: 01887130) as a Chairman and Managing Director of the company for the period of five consecutive years**

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

“RESOLVED THAT pursuant to the provisions of Section 196, Section 197 and section 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) thereto or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the company and subject to the approvals as may be required, the consent of the shareholders of the company be and is hereby accorded for re-appointment of Mr. Kaivan Shah (DIN: 01887130), as the chairman and Managing Director of the Company, for a period of 5 years with effect from 18th September, 2022 on payment of such remuneration as may be determined by the Board or any of its Committee, from time to time, within the maximum limits of remuneration for the Managing Director approved by the members of the Company on such terms and conditions as set out in the foregoing resolution and explanatory statement annexed thereto.

RESOLVED FURTHER THAT Mrs. Rinni Shah, Executive Director, and/or Ms. Mauli Shah, Company Secretary of the Company, be and is hereby authorized to do all acts, deeds, things, matters and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.

4. **Re-appointment of Mr. Shaishav Shah (DIN: 07894723) as an Independent Director of the Company for Second term of five consecutive years**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Mr. Shaishav Shah (DIN: 07894723) who was appointed as an Independent Director of the Company in the 11th Annual General Meeting of the Company held on 29th day of September, 2017, and who holds position as an independent director up to 30th July, 2022 and who also meets the criteria for independence as provided in Section 149(6) of the Act along with the rule framed thereunder and Regulation 16(1) of the Listing Regulations and who have submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of Five consecutive years w.e.f. 31st July, 2022 upto 30th July, 2027.

RESOLVED FURTHER THAT Mr. Kaivan Shah, Chairman and Managing Director, and/or Ms. Mauli Shah, Company Secretary of the Company be and are hereby authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this Resolution.”

5. Re-appointment of Mr. Smit Shah (DIN: 07918521) as an Independent Director of the Company for Second term of five consecutive years

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Mr. Smit Shah (DIN: 07918521) who was appointed as an Independent Director of the Company in the 11th Annual General Meeting of the Company held on 29th day of September, 2017, and who holds position as an independent director up to 28th September, 2022 and who also meets the criteria for independence as provided in Section 149(6) of the Act along with the rule framed thereunder and Regulation 16(1) of the Listing Regulations and who have submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of Five consecutive years w.e.f. 29th September, 2022 upto 28th September, 2027.

RESOLVED FURTHER THAT Mr. Kaivan Shah, Chairman and Managing Director, and/or Ms. Mauli Shah, Company Secretary of the Company be and are hereby authorized to do all acts and take such steps as may be necessary, proper or expedient to give effect to this Resolution.”

6. Approval/ Ratification of Material Related Party Transactions entered with Ratna Developers, a Related Party

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

“RESOLVED THAT pursuant to Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company for ratification/ approval of Material Related Party Transaction(s) entered with related party M/s. Ratna Developers (a partnership firm, in which Mr. Kaivan Shah, Chairman and Managing director of the Company, is a partner), in the course of purchasing raw material named RMC (Ready-mix Concrete) and other raw materials or finished materials for the ongoing projects of the Company.

RESOLVED FURTHER THAT Mr. Kaivan Shah, Chairman and Managing Director, and/or Ms. Mauli Shah, Company Secretary of the Company be and are hereby, authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT that all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

7. Approval of Related Party Transaction (s) :

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) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“SEBI Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made there under, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with entities falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, in the course of the business on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between related parties and the Company, for each of the financial years (FY), such that the maximum value of the Related Party Transactions with such parties, in aggregate, does not exceed value as specified under each category for each financial year, provided that the said contract(s)/arrangement(s)/ transaction(s) shall be carried out in the

ordinary course of business of the Company and in respect of transactions with related parties under Section 2(76) of the Act, are at arm's length basis.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as maybe required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

8. Increase in the Borrowing limits of the Company

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

"RESOLVED THAT in super session of all the resolutions passed by the shareholders of the Company pursuant to Section 180(1)(c), 180(2) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time and the rules thereunder, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing, from time to time, any sum or sums of monies (including non-fund based banking facilities) as may be required for the purpose of business of the Company, from one or more banks, financial institutions and other persons, firms, bodies corporate, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained or to be obtained from the Company's Bankers in ordinary course of business) may at any time exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 300 crores (Rupees Three Hundred Crore Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting 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.
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 AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the 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 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.
4. 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.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.ratnagroup.co.in . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. The explanatory statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, relating to special business under Item No. 3 to 7 to be transacted at the Meeting is annexed hereto and forms part of the notice.

The relevant details as required under regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting issued by the institute of Company Secretaries of India of the Person seeking appointment as Director under Item No. 2 to 5 of the Notice are also annexed.

9. In terms of the provisions of Section 152 of the Act, The Nomination and Remuneration Committee and the Board of Directors of the Company commend the re-appointment of Mrs. Rinni Shah, Director of the Company, retires by rotation at this Meeting, Mr. Kaivan Shah as Chairman and Managing Director and Mr. Smit Shah as Independent Director and Mr. Shaishav Shah as Independent Director.
10. The cut-off date of sending notice and annual report to the shareholders is Friday, 26th August, 2022.
11. Electronic copy of the Annual Report 2021-22 is being sent to those Members whose e-mail address is registered with the Company / Depositories for communication purpose, unless any Member has requested for a physical copy of the same. Members may note that this Annual Report will also be available on the Company's website at compliance@ratnagroup.co.in.
12. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the members in electronic mode by requesting through email to the company secretary at compliance@ratnagroup.co.in.
13. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
14. The speaker shareholder are required to register themselves with the company by writing e-mail to the company secretary at compliance@ratnagroup.co.in on or before September 22, 2022. The speaker shareholder should note that the questions at the Annual General Meeting are limit to two questions only due to continuing the further proceeding of the AGM. For any further questions/queries the shareholder can write to the company at compliance@ratnagroup.co.in.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 24th September, 2022 at 09:00 A.M. and ends on Tuesday, 27th September, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 21st September, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, 21st September, 2022.

How do I vote electronically using NSDL e-Voting system?

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
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
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 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL

eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to the scrutinizer, Ms. Insiya Nalawala on Inalawala@gmail.com, with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 compliance@ratnagroup.co.in .
2. In case shares are 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 compliance@ratnagroup.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 compliance@ratnagroup.co.in. The same will be replied by the company suitably.

Other Instructions:

- 1) Ms. Insiya Nalawala, Practicing Company Secretary, Proprietor of M/s. Insiya Nalawala & Associates, Company Secretaries (Membership No. ACS 57573), has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
- 2) The Scrutinizer shall, immediately after the conclusion of voting at the annual 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 Two working days from the conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, forthwith to the Chairman or any of the Director or Company Secretary of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.ratnagroup.co.in, website of Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of NDSL at www.evoting.nsdl.com, within forty eight hours of the passing of the resolutions at the 16th AGM of the Company to be held on Wednesday, 28th September, 2022 and communicated to BSE Limited, where the shares of the Company are listed.

Explanatory Statement under section 102 of the Companies Act, 2013

For Item No. 03

The Members of the Company at the 11th Annual General Meeting held on 29th September, 2017, had appointed Mr. Kaivan Shah (DIN: 01887130) as Chairman and Managing Director of the Company for a period of five years. His term was valid upto the conclusion of the 16th Annual General Meeting or 17th September, 2022, whichever is earlier. Accordingly his term as the Chairman and Managing Director shall complete on 17th September, 2022.

Mr. Kaivan Shah has over 15 years of rich experience and expertise in the field of Real Estate, Business Strategy, Sales and Marketing and overall leadership and is currently the Chairman and Managing Director of the Company. From product identification to location relevance and then finally presenting it in the market aptly is an ability unique to Mr. Kaivan Shah who also oversees future business diversification.

As the tenure of his appointment will expire on 17th September, 2022, the Board of Directors in its meeting held on July 26, 2022 upon the recommendation of Nomination and Remuneration Committee reappointed him as Chairman and Managing Director of the company, subject to the approval of members of the company in this Annual General Meeting, for further period of five years from 18th September, 2022 to 17th September, 2027.

Mr. Kaivan Shah had given his consent to act as director under section 152(2) of the Companies Act, 2013, and provided a declaration that he fulfils all the conditions and criteria for re-appointment under Section 196(3) of the Companies Act, 2013 also given a certificate of non-disqualification under section 164 of the Act.

The principal terms and conditions of re-appointment of Mr. Kaivan Shah including the terms of remuneration are given below:

1. Tenure of Appointment:

The re-appointment of Mr. Kaivan Shah as the Chairman and Managing Director for a period of five (5) years i.e., from 18th September, 2022 to 17th September, 2027.

2. Nature of Duties:

Mr. Kaivan Shah shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board, in connection with and in the best interests of the Company and the business of any one or more of its Associated Companies and/ or Group Companies, including performing duties as assigned by the Board from time to time by serving on the Boards of such Associated Companies/ Group Companies or any other Executive body or a Committee of such a Company.

Mr. Kaivan Shah undertakes to employ the best of his skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

3. Remuneration:

Basic Salary not exceeding Rs. 2,00,000/- per month.

Provided, however, that in the event of absence or inadequacy of profit, the Chairman & Managing Director shall be entitled to remuneration mentioned above within the overall maximum remuneration specified in, Table A of Section II of Schedule V to the Companies Act, 2013.

Apart from the above mentioned details, the below mentioned terms and conditions have been entered into between the Company and the Managing Director:

- a. The Chairman & Managing Director is also required to adhere with the Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.
 - b. The terms and conditions of the re-appointment of the Chairman and Managing Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Appointee subject to such approvals as may be required.
 - c. This appointment may be terminated by giving six months' notice on either side or the Company paying six 'months' remuneration in lieu of such notice.
 - d. The Chairman & Managing Director's appointment is by virtue of his employment in the Company and his appointment shall be subject to the provisions of Section 167 of the Act.
4. **Leave Benefit:** Leave with full pay & allowances and Encashment of leave not availed of shall be allowed as per Company's rules and it will not be considered in aggregate remuneration.
 5. **Reimbursement** of out of pocket expenses incurred, whether directly or indirectly, for the business of the Company will be done on actual basis.
 6. **Disclosure of Relationships Between Directors inter-se:** Mrs. Rinni Shah, Executive Director and CFO is the wife of Mr. Kaivan Shah.
 7. Any other benefits, amenities and facilities not covered herein but authorized by the board of directors of the company shall be paid additionally.

The draft copy of Agreement to be entered into with Mr. Kaivan Shah by the Company containing the terms and Conditions of the said appointment and remuneration is available at the registered office of the Company. Member can inspect the copy of Draft agreement during the business hours of the Company on working days.

The Company has immensely benefited during Mr. Kaivan Shah's tenure as Chairman and Managing Director since September 2017. The Board is satisfied with the integrity, expertise,

and experience (including the proficiency) of Mr. Shah who is being re-appointed at this AGM and accordingly, the Board recommend the resolution for his re-appointment as set out at Item No. 3 of the accompanying Notice, for approval by the Members of the Company as ordinary resolution.

Except Mrs. Rinni Shah and Mr. Kaivan Shah, Directors of the company and their relatives who are deemed to be concerned or interested in this Resolution, none of the other directors or Key Managerial Personnel of the company and their relatives are concerned or interested, Financial or otherwise, in this resolution.

For Item No. 04:

The Members of the Company at the 11th Annual General Meeting held on 29th September, 2017, had appointed Mr. Shaishav Shah (DIN: 07894723) as an Independent Director of the Company for a period of five years. His term was valid upto conclusion of the 16th Annual General Meeting or 30th July, 2022, whichever is earlier. Accordingly his first term as an Independent Director completed on 30th July, 2022.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Nomination and Remuneration Committee has considered and recommended the re-appointment of Mr. Shaishav Shah (DIN: 07894723) as an Independent Director for the Second term of five consecutive years w.e.f. 31st July, 2022 and the same was also approved by the Board of Directors in their meeting held on 26th July, 2022.

The Board of Directors of the Company at the meeting held on 26th July, 2022 (based on the recommendations of the Nomination & Remuneration Committee and subject to the approval of the Members in the General Meeting), re-appointed Mr. Shaishav Shah as an Independent Director of the Company for a second term of office for a period of five consecutive years i.e., from 31st July, 2022, to 30th July, 2027. A brief profile / expertise of Mr. Shaishav Shah is provided in the Annexure to the Notice for information to the Members. Mr. Shaishav Shah has given a declaration to the Board that he meets with the criteria of independence as provided under Section 149 (6) of the Act read with Regulation 16 (1)(b) of the SEBI(LODR) Regulations, 2015 and consent to act as director under Section 152(2) of the Companies Act, 2013. The Board of Directors has carried out the performance evaluation of Mr. Shaishav Shah as required under clause V of Schedule IV to the Companies Act, 2013. The office of Mr. Shaishav Shah will not be liable for retire by rotation.

In the opinion of the Board, Mr. Shaishav Shah fulfils the conditions specified in the Act and the Rules framed thereunder read with the Listing Regulations for his re-appointment as an Independent Director and is independent of the management.

The Company has in terms of Section 160(1) of the Companies Act, 2013 received a notice in writing from a Member proposing his candidature for the office of director of the company.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, a copy of the draft appointment letter in relation to re-appointment of Mr. Shaishav Shah as an Independent Non-executive Director setting out the terms and conditions of the re-appointment would be available for inspection by the Members, by writing an email to the Company at cs@ratnagroup.co.in.

The Company has immensely benefited during the tenure of Mr. Shaishav Shah as an Independent Director of the Company and the Board is satisfied with the integrity, expertise, and experience (including the proficiency) of the Independent Director, who is being re-appointed at this AGM.

The Directors recommend the resolution set out in Item No. 4 of the accompanying notice, for approval by the Members as Special Resolution. Mr. Shaishav Shah is interested and concerned in the Resolution mentioned at Item No. 4 of the Notice. None of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

For Item No. 05:

The Members of the Company at the 11th Annual General Meeting held on 29th September, 2017, had appointed Smit Shah (DIN: 07918521) as an Independent Director of the Company for a period of five years. His term was valid upto conclusion of the 16th Annual General Meeting or 28th September, 2022, whichever is earlier. Accordingly his first term as an Independent Director shall complete on 28th September, 2022.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Nomination and Remuneration Committee has considered and recommended the re-appointment of Mr. Smit Shah (DIN: 07918521) as an Independent Director for the Second term of five consecutive years w.e.f. 29th September, 2022 and the same was also approved by the Board of Directors in their meeting held on 26th July, 2022.

The Board of Directors of the Company at the meeting held on 26th July, 2022 (based on the recommendations of the Nomination & Remuneration Committee and subject to the approval of the Members in the General Meeting), re-appointed Mr. Smit Shah as an Independent Director of the Company for a second term of office for a period of five consecutive years i.e., from 29th September, 2022, to 28th September, 2027. A brief profile / expertise of Mr. Smit Shah is provided in the Annexure to the Notice for information to the Members. Mr. Smit Shah has given a declaration to the Board that he meets with the criteria of independence as provided under Section 149 (6) of the Act read with Regulation 16 (1)(b) of the SEBI (LODR) Regulations, 2015 and consent to act as director under Section 152(2) of the Companies Act, 2013. The Board of Directors has carried out the performance evaluation of Mr. Smit Shah as required under clause V of Schedule IV to the Companies Act, 2013. The office of Mr. Smit Shah will not be liable for retire by rotation.

In the opinion of the Board, Mr. Smit Shah fulfils the conditions specified in the Act and the Rules framed thereunder read with the Listing Regulations for his re-appointment as an Independent Director and is independent of the management.

The Company has in terms of Section 160(1) of the Companies Act, 2013 received a notice in writing from a Member proposing his candidature for the office of director of the company. In compliance with the provisions of Section 149 read with Schedule IV to the Act, a copy of the draft appointment letter in relation to re-appointment of Mr. Smit Shah as an Independent Non-executive Director setting out the terms and conditions of the re-appointment would be available for inspection by the Members, by writing an email to the Company at cs@ratnagroup.co.in.

The Company has immensely benefited during the tenure of Mr. Smit Shah as an Independent Director of the Company and the Board is satisfied with the integrity, expertise, and experience (including the proficiency) of the Independent Director, who is being re-appointed at this AGM.

The Directors recommend the resolution set out in Item No. 5 of the accompanying notice, for approval by the Members as Special Resolution. Mr. Smit Shah is interested and concerned in the Resolution mentioned at Item No. 5 of the Notice. None of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

For Item No. 06:

The Company has entered into material related party transactions with Ratna Developers and has availed raw material named RMC (Ready-mix Concrete) and other raw materials or finished materials for the construction of its the ongoing projects of the Company. Pursuant to the provisions of Regulation 23(4) of SEBI (LODR) Regulations, 2015, all material related party transactions and subsequent material modifications shall require prior approval of shareholders through resolution. The said regulation came into effect from 01.04.2022, hence the Directors recommend the resolution set out in Item No. 6 of the accompanying notice, for approval/ ratification by the members.

Ratnabhumi Developers has entered into following material related party transactions with related party during the year under review:

Name of the Related Party	Relationship	Nature of Transactions	of Transactions done during the year ended 31st March, 2022
Ratna Developers	Mr. Kaivan Shah, Chairman and Managing Director of Ratnabhumi Developers Limited is a partner in Ratna Developers, a partnership firm.	Purchase of Raw Material named RMC and other raw material or finished materials from Ratna Developers for its ongoing Projects.	197.57 lakhs

Mr. Kaivan Shah, being a party to the related party transaction, shall abstain from voting on said resolution.

The Board recommends the Resolution set out at Item No. 6 of the Notice for approval by the shareholders as an Ordinary Resolution

None of the Directors or key managerial personnel or their relatives are, in anyway, concerned or interested in the said resolution except Mr. Kaivan Shah, Director of the Company and their relatives.

For Item No. 07:

The Securities and Exchange Board of India (“SEBI”), vide its notification dated November 9, 2021, has notified SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021 (“Amendments”) introducing amendments to the provisions pertaining to the Related Party Transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). The aforesaid amendments inter-alia included replacing of current threshold i.e. 10% (ten percent) of the listed entity’s consolidated turnover, for determination of material Related Party Transactions requiring prior Shareholders’ approval with the threshold of lower of 1,000 crore (Rupees One thousand crore) or 10% (ten percent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Ratnabhumi Developers Limited (“the Company”), being operating in the Real Estate and Construction Industry, requires to enter into the deals and contract with different entities in Ratna group and its partners in respective entities for the ongoing or new projects of the company.

The details of transactions that require approval are given below:

Sr. No.	Particulars	Related Party 1	Related Party 2	Related Party 3
1.	Name of the related party	Mr. Kaivan Shah	Ms. Rinni Shah	M/s Ratna Developers
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Director	Director	Mr. Kaivan Shah, Chairman and Managing Director of Ratnabhumi Developers Limited is a partner in Ratna Developers.
3.	Type and Particulars of the proposed transaction	Acquiring of Unsecured Loan and Payment of Interest thereof	Acquiring of Unsecured Loan and Payment of Interest thereof	Purchase of Raw material and Finished for its various ongoing and new projects
4.	Nature, Duration/ tenure, material terms, monetary value and	1. Loan will be acquired for not more than 80 Cr. and will be	1. Loan will be acquired for not more than 10 Cr. and will be	1. Contract for purchase of raw material and finished material

	particulars of contract/ arrangement	repayable on demand. 2. Interest will be paid at interest rate upto 9% p.a. till the loan subsist.	repayable on demand. 2. Interest will be paid at interest rate upto 9% p.a. till the loan subsist.	shall be on a continuous basis. 2. The maximum value of the transactions shall not exceed Rs. 30 crore.
5.	Tenure of the transaction	Loan will be repayable on demand	Loan will be repayable on demand	Upto the completion of ongoing projects and completion of new projects (if any).
6.	Value of the proposed transaction	Unsecured Loan upto an amount of Rs. 80 crores.	Unsecured Loan upto an amount of Rs. 10 crores.	Upto Rs. 30 crores
7.	Benefits of the proposed transaction	The Company will benefit in form of easy availability of fund and resources at a shorter period of time.		The company will be benefited for ease in procuring materials as and when required.
8.	Details of the valuation report or external party report(if any) enclosed with the Notice	NOT APPLICABLE		
9.	Name of the Director or Key Managerial Personnel, who is related or interested	Mr. Kaivan Shah and Mrs. Rinni Shah		
10.	Additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	NOT APPLICABLE		
11.	Any other information that may be relevant	Nil	Nil	Nil

For Item No. 08:

The Shareholders of the Company by way of special resolution passed on 16th September, 2021 had authorized the Board of Directors to borrow from time to time by way of loans and/or issue of bonds, debentures or other securities any other debt instrument upto a limit of Rs. 200 crores (Rupees Two Hundred Crore Rupees Only), excluding temporary loans obtained from the Company's bankers in the ordinary course of business.

With a view to meet the funding requirements of the Company for both short term as well as long term and for general corporate purposes, the Company may require to borrow from time to time by way of loans and/or issue of bonds, debentures or other securities and the existing approved limit may likely be exhausted in near future and it is therefore recommended to

enhance the borrowing limits of the Company up to Rs. 300 crores (Rupees Three Hundred Crores Only).

Pursuant to Section 180(1)(c) of the Companies Act 2013, the Board of Directors of a Company shall exercise the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business only with the consent of the company by a special resolution.

Accordingly, it is proposed to seek the approval of the shareholders to increase the borrowing limits of 300 crores (Rupees Three Hundred Crores Only) (apart from temporary loans obtained from company's bankers in the ordinary course of business) for borrowings under Section 180(1) (c) of the Companies Act, 2013 by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the resolution, except to the extent of their equity holding in the Company.

The Board of Directors of your Company recommends the Special Resolution for approval of the Shareholders.

**For and on behalf of the Board of
Directors**

Date: 12.08.2022
Place: Ahmedabad

Kaivan Shah
Chairman and Managing Director
DIN: 01887130

Registered Office

S.F. 207, Turquoise, Panchvati Panch Rasta,
Nr. White House E.B., C. G. Road,
Ahmedabad-380009, Gujarat, India

Corporate Identification Number: L45200GJ2006PLC048776

Website: www.ratnagroup.co.in

ANNEXURE TO ITEM No. 2 to 5 OF THE NOTICE

Information as required under Regulation 36 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting issued by the institute of Company Secretaries of India with respect to the Appointment / Re-appointment of Directors at the ensuing Annual General Meeting is as under:

Name of the Director	Mr. Kaivan J. Shah	Mrs. Rinni Shah	Mr. Shaishav Shah	Mr. Smit Shah
Director Identification Number	01887130	07368796	07894723	07918521
Date of Birth	09-08-1985	12-09-1986	28-12-1992	19-03-1994
Date of joining the Board	01-10-2016	16-02-2021	31-07-2017	29-09-2017
Qualification	Bachelor of Commerce	Bachelor of Commerce	PGDM and B.E (IT)	Chartered Accountant
Nature of expertise in specific functional areas	Real Estate and Construction	Finance, Cost Management	International Business in IT and Telecom sector	Financing, Direct and Indirect Taxes, Audit
No. of Shares held in the Company	1,00,79,474	20	NIL	NIL
Directorship in listed company (Other than Ratnabhumi Developers Limited)	NIL	NIL	NIL	NIL
Committee Memberships/ Chairmanship held in Listed Companies (Other than Ratnabhumi Developers Limited)	NIL	NIL	NIL	NIL
Disclosure of relationships between Directors inter-se	Mr. Kaivan J. Shah is the husband of Mrs. Rinni K. Shah, CFO & Executive Director of the Company	Mrs. Rinni J. Shah is the wife of Mr. Kaivan Shah, Chairman and Managing Director of the Company	No relationship	No relationship

For other details such as the number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the Corporate Governance Report which is a part of this Annual Report.