

RITESH PROPERTIES AND INDUSTRIES LIMITED

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Corporate Identification Number: L74899DL1987PLC027050, Tel: 011-41537951/9212359076, Fax: N.A.

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Recommendation of the Committee of Independent Directors ("IDC") constituted by the Board of Directors of Ritesh Properties and Industries Limited ("Target Company" or "TC") on the Open Offer by Findoc Finvest Private Limited ("Acquirer") together with Mr. Hemant Sood ("PAC1") and Mrs. Sonia Aggarwal ("PAC2") (collectively referred to as "Persons Acting in Concert" or "PACs") to the Public Shareholders of the Target Company ("Open Offer") for acquisition of upto 6,90,84,020 (Six Crores Ninety Lakhs Eighty-Four Thousand and Twenty) fully paid-up Equity Shares of face value of ₹ 1 (Rupee One) each, representing 25.19% (Twenty Five Point One Nine Percent) of the Expanded Equity Share Capital of the Target Company under Regulation 26(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto ["SEBI (SAST) Regulations"]

S. No.	Particulars	Details
1	Date	February 2, 2023
2	Name of the Target Company (TC)	Ritesh Properties and Industries Limited
3	Details of the Offer pertaining to TC	<p>Open Offer is being made by the Acquirer in terms of Regulation 3(2) of the SEBI (SAST) Regulations for acquisition of upto 6,90,84,020 (Six Crores Ninety Lakhs Eighty-Four Thousand And Twenty) Equity Shares of the face value of ₹ 1/- each, representing 25.19%* of Expanded Equity Share Capital** of the Target Company at a price of ₹ 42.90/- (Rupees Forty Two and Ninety paise) per Equity Share payable in cash/cash equivalent (including bank transfer) and subject to the terms and conditions set out in the Public Announcement ("PA") dated October 6, 2022, the Detailed Public Statement ("DPS") dated October 13, 2022, the Draft Letter of Offer ("DLOF") dated October 20, 2022 and Letter of Offer ("LOF") dated January 28, 2023 as issued by Almondz Global Securities Limited, Manager to the Open Offer, on behalf of the Acquirer and PACs, in accordance with SEBI (SAST) Regulations.</p> <p>*As per SEBI (SAST) Regulations, the open offer under regulation 7 of the Takeover Regulations shall be for at least 26% of the total shares of the target company, as of 10th working day from the closure of the Tendering period. However, the Public Shareholding of the Target Company is 25.19%, and therefore, the Offer Shares (i.e. 6,90,84,020 Equity Shares) represent 25.19% of the fully paid-up Expanded Equity Share Capital of the Target Company.</p> <p>**Expanded Equity Share Capital shall represent and mean aggregate of Existing Equity Share Capital and equity shares proposed to be allotted upon conversion of OFCDs {i.e. Expanded Equity Share Capital shall be 27,42,07,700 Equity Shares = (Existing 25,72,93,840 Equity Shares having face value of ₹ 1/- each + 1,69,13,860 Equity Shares which are allotted upon conversion of OFCDs).</p>
4	Name(s) of the Acquirer and PAC with the Acquirer	<p>Acquirer: Findoc Finvest Private Limited</p> <p>Address: Registered Office: SCO 210-211, Sector 34-A, Chandigarh 160 022</p> <p>PACs with the Acquirer: Mr. Hemant Sood ("PAC 1") Mrs. Sonia Aggarwal ("PAC 2")</p>
5	Name of the Manager to the Offer	<p>Almondz Global Securities Limited F-33/3, Phase II, Okhla Industrial Area, New Delhi-110020 Contact Number: 011-43500700 Email: merchantbanker@almondz.com Website: www.almondzglobal.com Investor Grievance: investorgrievance@almondz.com SEBI Registration Number: INM000000834 Contact Person: Mr. Ajay Pratap</p>
6	Members of the Committee of Independent Directors	<p>Mr. S.K. Sood, (Chairperson of the IDC) Mr. Gurpreet Singh Brar (Member of the IDC) Ms. Shweta Sehgal (Member of the IDC)</p>
7	IDC Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any	<p>All IDC members are independent directors of the TC and none of the IDC members hold any equity shares in the TC. None of the IDC members has entered into any contract or has any relationship with the TC except as below:</p> <p>a) Mr. S.K. Sood (Chairperson in Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee) b) Mr. Gurpreet Singh Brar (Member in Audit Committee and Nomination and Remuneration Committee) c) Ms. Shweta Sehgal (Member in Nomination and Remuneration Committee)</p>
8	Trading in the Equity Shares/other securities of the TC by IDC Members	None of the IDC members have traded in the shares and other securities of TC since their respective appointment on the board of TC.
9	IDC Member's relationship with the Acquirer (Director, Equity shares owned, any other contract / relationship), if any.	None of the IDC members are Directors or equity shareholder in the Acquirer or PACs. None of the IDC members have any contractual or other relationship with Acquirer or PACs.
10	Trading in the equity shares/other securities of the acquirer by IDC Members	None of the IDC members have traded in the shares/ other securities of Acquirer.
11	Recommendation on the Open offer, as to whether the offer is fair and reasonable	<p>The IDC is of the opinion that the Offer Price of ₹ 42.90/- (Rupees Forty Two And Ninety Paise) per Equity Share of TC vide Letter of Offer dated January 28, 2023: i. is in accordance with the applicable regulations of the SEBI (SAST) Regulations; and ii. appears to be fair and reasonable.</p>
12	Summary of reasons for recommendation	<p>IDC has perused the Public Announcement ("PA") dated October 6, 2022, the Detailed Public Statement ("DPS") dated October 13, 2022, the Draft Letter of Offer ("DLOF") dated October 20, 2022 and Letter of Offer ("LOF") dated January 28, 2023 in connection with the Open Offer made by the Acquirer/ PACs under the SEBI (SAST) Regulations. The IDC noted that at the time of issue of PA, the equity shares were frequently traded in terms of Regulation 2(1)(j) of the SEBI (SAST) Regulations. The IDC further noted that none of the equity share of TC are under lock-in and as on date of DLOF, no penal/ punitive action is pending against TC by the stock exchange on account of non-compliance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The IDC also noted that the Offer Price of ₹ 42.90/- (Rupees Forty Two and Ninety paise) is justified in terms of Regulation 8 of the SEBI (SAST) Regulations. Based on above facts and review of PA, DPS, DLoF and LoF, the IDC is of the view that the Offer Price of ₹ 42.90/- (Rupees Forty Two and Ninety Paise) per equity share of TC, as offered by the Acquirer in relation to the acquisition of upto 6,90,84,020 (Six Crores Ninety Lakhs Eighty-Four Thousand And Twenty) Equity Shares of the face value of ₹ 1/- each constituting 25.19% of Expanded Equity Share Capital of the Target Company, is as per applicable regulations of the SEBI (SAST) Regulations and appears to be fair and reasonable. However, shareholders of TC may independently evaluate the Open Offer and take an informed decision about tendering the equity shares held by them in the Open Offer. The statement of recommendation will also be available on the website of the Company at www.riteshindustries.us</p>
13	Details of Independent Advisors, if any.	Nil
14	Voting pattern of the meeting in which the open offer proposal was discussed	All the IDC members unanimously voted in favour of recommending the Open Offer proposal.
15	Any other matter(s) to be highlighted	Nil

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the TC under the SEBI (SAST) Regulations.

For and on behalf of Committee of Independent Directors of
Ritesh Properties and Industries Limited

Sd/-

Place: Gurugram

Date: February 2, 2023

Mr. S.K. Sood

Chairman of Committee of Independent Directors