

## **NOTICE OF 17TH ANNUAL GENERAL MEETING**

Notice is hereby given that the 17th Annual General Meeting of shareholders of Riverview City Constructions Limited is scheduled to be held on **Monday, 25th day of September, 2023 at 10:30 A.M.** Behind the Marketing Office of Riverview City located at Kadamvakvasti, Loni Kalbhor, Taluka Haveli, Pune-412201 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended 31st March, 2023, together with the reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. U. D. Magar, Director (DIN-00007594) who retires by rotation and being eligible, offers himself for re-appointment.
3. To approve the appointment of Auditor to fill the casual vacancy caused by the resignation, approved in the Board Meeting held on 20th June, 2023 and to appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Twenty Second Annual General Meeting and to fix their remuneration.

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

**“RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded for the appointment of M/S. DRBSV & Associates (FRN: 122260W) [Formerly known as D. R. Barve & Associates Chartered Accountants], Chartered Accountants for the Financial Year 2022-23, as done by the Board to fill the casual vacancy caused by the resignation of M/S D.R. Barve & Co, Chartered Accountants (FRN:101034W).

**“RESOLVED FURTHER THAT** pursuant to provisions of Section 139, and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/S. DRBSV & Associates (FRN: 122260W) [Formerly known as D. R. Barve & Associates Chartered Accountants], be and is hereby appointed as the Statutory Auditors of the Company for a period of 5 (Five) consecutive years and to hold the office from the conclusion of this Seventeenth Annual General Meeting to until the conclusion of Twenty Second Annual General Meeting of the Company and on a remuneration as mutually agreed and reimbursement of actual expenses that may be incurred by the auditors in the performance of their duty as auditors of the company in conducting Statutory audit of the Company.

**“RESOLVED FURTHER THAT** Mr. S. D. Magar, Director (DIN:00007613) and/or Mr. U. D. Magar, Director (DIN:00007594), be and is, hereby authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

### **SPECIAL BUSINESS**

4. **To consider the change in designation of Mr. M. D. Kalbhor, (DIN: 09770243) as Director 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 Section 152 and other applicable provisions of the Companies Act, 2013 read along with the Articles of Association, **Mr. M. D. Kalbhor (DIN: 09770243)**, who was appointed as an Additional Director, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has

received a notice in writing proposing his candidature for the office of Director under Section 160 as recommended by Nomination & Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. S. D. Magar, Director (DIN: 00007613) and/or Mr. U. D. Magar, Director (DIN: 00007594) be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**5. To consider the change in designation of Mr. S. N. Kalbhor, (DIN: 09770264) as Director 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 Section 152 and other applicable provisions of the Companies Act, 2013 read along with the Articles of Association, **Mr. S. N. Kalbhor (DIN: 09770264)**, who was appointed as an Additional Director, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 160 as recommended by Nomination & Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. S. D. Magar, Director (DIN: 00007613) and/or Mr. U. D. Magar, Director (DIN: 00007594) be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**6. To consider the change in designation of Mr. S. G. Kalbhor, (DIN: 08686664) as Director 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 Section 152 and other applicable provisions of the Companies Act, 2013 read along with the Articles of Association, **Mr. S. G. Kalbhor (DIN: 08686664)**, who was appointed as an Additional Director, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 160 as recommended by Nomination & Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. S. D. Magar, Director (DIN: 00007613) and/or Mr. U. D. Magar, Director (DIN: 00007594) be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**7. To consider the change in designation of Mr. D. G. Kalbhor, (DIN: 09770052) as Director 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 Section 152 and other applicable provisions of the Companies Act, 2013 read along with the Articles of Association, **Mr. D. G. Kalbhor (DIN: 09770052)**, who was appointed as an Additional Director, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 160 as recommended

by Nomination & Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. S. D. Magar, Director (DIN: 00007613) and/or Mr. U. D. Magar, Director (DIN: 00007594) be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**8. To consider the change in designation of Mr. C. S. Hemgude, (DIN: 09772328) as Director 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 Section 152 and other applicable provisions of the Companies Act, 2013 read along with the Articles of Association, **Mr. C. S. Hemgude** (DIN: 09772328), who was appointed as an Additional Director, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 160 as recommended by Nomination & Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. S. D. Magar, Director (DIN: 00007613) and/or Mr. U. D. Magar, Director (DIN: 00007594) be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**9. To consider the change in designation of Mr. V. T. Sorte, (DIN: 09770291) as Director 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 Section 152 and other applicable provisions of the Companies Act, 2013 read along with the Articles of Association, **Mr. V. T. Sorte** (DIN: 09770291), who was appointed as an Additional Director, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 160 as recommended by Nomination & Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. S. D. Magar, Director (DIN: 00007613) and/or Mr. U. D. Magar, Director (DIN: 00007594) be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**10. To consider the change in designation of Mr. C. V. Tupe, (DIN: 00030317) as Director 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 Section 152 and other applicable provisions of the Companies Act, 2013 read along with the Articles of Association, **Mr. C. V. Tupe** (DIN: 00030317), who was appointed as an Additional Director, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 160 as recommended by Nomination & Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. S. D. Magar, Director (DIN: 00007613) and/or Mr. U. D. Magar, Director (DIN: 00007594) be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**11. To consider the change in designation of Mr. A. A. Magar, (DIN: 05120961) as Director 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 Section 152 and other applicable provisions of the Companies Act, 2013 read along with the Articles of Association, **Mr. A. A. Magar (DIN: 05120961)**, who was appointed as an Additional Director, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director under Section 160 as recommended by Nomination & Remuneration Committee, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. S. D. Magar, Director (DIN: 00007613) and/or Mr. U. D. Magar, Director (DIN: 00007594) be and are hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**By Order of the Board of Directors  
For RIVERVIEW CITY CONSTRUCTIONS LIMITED**

**SATISH D. MAGAR**  
Director  
DIN: 00007613

Date: 29th August, 2023  
Place: Pune

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under Item No. 4 to Item No. 11 of the Notice, is annexed hereto.
2. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED AND SIGNED NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
4. A PROXY FORM AND ATTENDANCE SLIP FOR THE ANNUAL GENERAL MEETING (hereinafter referred as “AGM” or “THE AGM”) IS ENCLOSED HERewith.
5. Corporate Members intending to send their authorised representatives to attend the meeting in terms of Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution authorising such representative to attend and vote on its behalf at the meeting.
6. Members/Proxies/Authorised Representatives are requested to bring the attendance slips duly filled in for attending the Meeting. Members are requested to write their DP ID and Client ID (16 Digit Demat Number) in the attendance slip for attending the Meeting.
7. A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
8. The Shareholders/Proxies/Authorized Representatives are requested to produce at the Registration Counter(s) the attendance slip sent along with this Notice, duly completed and signed, for admission to the meeting hall. However, in case of non-receipt of Notice of AGM, members are requested to write to the Company at [CoLaw@riverviewcity.com](mailto:CoLaw@riverviewcity.com) or at its Registered Office for obtaining the same.
9. During the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Member is entitled to inspect the proxies lodged at any time during the business hours of the Company.
10. Queries on financial statements and/ or operations of the Company, if any, may please be sent to the Company at the registered office of the Company at 5, Magarpatta City, Aditi Garden, Hadapsar, Pune – 411013 or via email to [CoLaw@riverviewcity.com](mailto:CoLaw@riverviewcity.com) at least seven days in advance of the meeting so that the answers may be made available at the meeting.
11. The Statutory registers as required under the Companies Act, 2013, will be available for inspection by the Member at the AGM.
12. In terms of the “Green initiative” undertaken to protect the environment and reduce the carbon foot print, the Company has commenced sending various communications to the Members through electronic mode. Therefore, Notice of AGM and Annual Report for the FY 2022-23 are being sent electronically to the members whose email IDs are registered with the company. Members who are yet to register the e-mail id are requested to furnish/ register their e-mail id’s by contacting the Company through email at [CoLaw@riverviewcity.com](mailto:CoLaw@riverviewcity.com) or at the Registered Office of the Company to enable the Company to send all notices, financial statements etc., of the Company through electronic mode. For Members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode. In case you wish to get a physical copy of the Annual Report, you may send your request to [CoLaw@riverviewcity.com](mailto:CoLaw@riverviewcity.com) mentioning your DP ID and Client ID.
13. On the request of the members of the Company, the Company is also circulating a Marathi translated version of the Annual Report for easy reference of the Members.
14. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the Members at the Registered Office of the Company on all working days during normal business hours up to the date of the Meeting and also at the AGM.
15. Non-Resident Indian members are requested to inform the Company immediately of:
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

16. Route map showing directions to reach the venue of the 17th AGM is annexed.
17. Members holding shares in DEMAT mode and desirous of making a nomination or cancellation/ variation in nomination already made in respect of their shareholding in the Company they may contact their Depository Participant for the same.
18. The Management of the Company has decided to provide remote e-voting facility to the members voluntarily. The facility is provided for wider participation of the members in voting on the resolution proposed in the AGM for approval. The members are also allowed to vote at the AGM venue vide ballot papers, if not voted through remote e-voting facility.
19. The Notice of the AGM is also available on the website of the Company [www.riverviewcity.com](http://www.riverviewcity.com) and also on the website of CDSL - [www.evotingindia.com](http://www.evotingindia.com).
20. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
21. A person, whose name is recorded in the register of members maintained by the Company as on the cut-off date i.e. on Monday, 18th September, 2023 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
22. Mr. Devesh Tudekar (FCS: 5712), Partner, DTSM & Associates, Company Secretaries and failing him Ms. Amruta Jana (ACS: 25687) has been appointed as the Scrutinizer in respect of the facility as provided to the members of the Company, to scrutinize the voting and remote e-voting process in a fair and transparent manner.
23. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by remote e-voting facility.
24. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The Scrutinizer's decision on the validity of the vote shall be final and binding.
25. The Results declared along with the report of the Scrutinizer shall be placed on the Notice Board of the Company and on the website of Company at <https://www.riverviewcity.com/> and on [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing.
26. The resolutions will be deemed to be passed on the AGM date subject to receipt of requisite number of votes in favour of the resolutions.

**27. VOTING THROUGH ELECTRONIC MEANS:**

The remote e-voting period commences on **Friday, 22nd September, 2023 at 10:00 A.M.** and will end on **sunday, 24th september 2023 at 5:00 P.M.** the e-voting module shall be disabled for voting thereafter. Only the members whose names appears in the register of members as on **Monday 18th September, 2023** ("Cut Off Date") shall be allowed to cast their votes by remote e-voting or through Venue Voting i.e voting at the AGM through ballot paper.

**• INSTRUCTIONS FOR CDSL E-VOTING SYSTEM – FOR REMOTE E-VOTING:**

*Type-I: Access through Depositories CDSL e-Voting system in case of individual shareholders holding shares in demat mode is given below:*

(i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL** is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

- **Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Type-2: Access through CDSL e-Voting system in case of non-individual shareholders holding shares in demat mode.**

- Login method for Remote e-Voting for **shareholders other than individual holding shares in Demat mode.**
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on “Shareholders” module.
- Now enter your User ID: Mention your 16 Digit Demat Account No. (DP ID and Client ID)
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

	<b>For shareholders other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- After entering these details appropriately, click on “SUBMIT” tab.
- Shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- Select the EVSN of Riverview City Constructions Limited as registered in the [e-Voting system \(www.evotingindia.com\)](http://www.evotingindia.com) on which you choose to vote.
- On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.
- Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [CoLaw@riverviewcity.com](mailto:CoLaw@riverviewcity.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**11) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
2. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

**ANNEXURE TO THE NOTICE**  
**EXPLANATORY STATEMENT PURSUANT TO SECTION 102**  
**OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 11 of the accompanying Notice of the Annual General Meeting.

**Item No 4**

**Mr. M. D. Kalbhor**, (DIN: 09770243), was appointed as an Additional Director of the Company with effect from 19th October, 2022 pursuant to and in accordance with Section 161(1) of the Companies Act, 2013 and who holds office upto the date of the 17th Annual General Meeting. In this regard, the Board of Directors of the Company upon the recommendation received from Nomination and Remuneration Committee is of the opinion that the presence of **Mr. M. D. Kalbhor** on the Board is desirable and would be beneficial to the Company. The Company has also received a notice under Section 160 of the Companies Act, 2013 proposing his regularization at the AGM. The proposed resolution is in the interest of the Company, hence the Board recommends the Ordinary Resolution as set out in the Item no. 4 of the Notice of 17th Annual General Meeting for approval of the Members.

**Mr. M. D. Kalbhor** aged 69 years (approx) has completed graduation and possesses appropriate skills, experience and knowledge inter alia in the field of Business. He brings wide experience, proficiency and expertise in companies business which will provide valuable insights to the Company.

**Mr. M. D. Kalbhor** is not holding any Directorship or Committee membership in any other company and he has not drawn any remuneration from the Company.

Except **Mr. M. D. Kalbhor**, none of the Directors/Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 4 of the Notice.

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

**Item No 5**

**Mr. S. N. Kalbhor** (DIN: 09770264) was appointed as an Additional Director of the Company with effect from 19th October, 2022 pursuant to and in accordance with Section 161(1) of the Companies Act, 2013 and who holds office upto the date of the 17th Annual General Meeting. In this regard, the Board of Directors of the Company upon the recommendation received from Nomination and Remuneration Committee is of the opinion that the presence of **Mr. S. N. Kalbhor** on the Board is desirable and would be beneficial to the Company. The Company has also received a notice under Section 160 of the Companies Act, 2013 proposing his regularization at the AGM. The proposed resolution is in the interest of the Company, hence the Board recommends the Ordinary Resolution as set out in the Item no. 5 of the Notice of 17th Annual General Meeting for approval of the Members.

**Mr. S. N. Kalbhor** aged 65 years (approx) has completed graduation and possesses appropriate skills, experience and knowledge inter alia in the field of Business. He brings wide experience, proficiency and expertise in companies business which will provide valuable insights to the Company.

**Mr. S. N. Kalbhor** is not holding any Directorship or Committee membership in any other company and he has not drawn any remuneration from the Company.

Except **Mr. S. N. Kalbhor**, none of the Directors/Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 5 of the Notice.

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

**Item No 6**

**Mr. S. G. Kalbhor** (DIN: 08686664) was appointed as an Additional Director of the Company with effect from 30th September, 2022 pursuant to and in accordance with Section 161(1) of the Companies Act, 2013 and who holds office upto the date of the 17th Annual General Meeting. In this regard, the Board of Directors of the Company upon the recommendation received from Nomination and Remuneration Committee is of the opinion that the presence of **Mr. S. G. Kalbhor** on the Board is desirable and would be beneficial to the Company. The Company has also received a notice under Section 160 of the Companies Act, 2013 proposing his regularization at the AGM. The proposed resolution is in the interest of the Company, hence the Board recommends the Ordinary Resolution as set out in the Item no. 6 of the Notice of 17th Annual General Meeting for approval of the Members.

**Mr. S. G. Kalbhor** aged 62 years (approx) has completed Diploma in Mechanical Engineering and possesses appropriate skills, experience and knowledge inter alia in the field of Business. He brings wide experience, proficiency and expertise in companies business which will provide valuable insights to the Company.

**Mr. S. G. Kalbhor** is holding Directorship in 2 other entities, he is not holding any Committee membership in any other company. Further, he has not drawn any remuneration from the Company.

Except **Mr. S. G. Kalbhor**, none of the Directors/Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members of the Company.

#### **Item No 7**

**Mr. D. G. Kalbhor** (DIN: 09770052) was appointed as an Additional Director of the Company with effect from 19th October, 2022 pursuant to and in accordance with Section 161(1) of the Companies Act, 2013 and who holds office upto the date of the 17th Annual General Meeting. In this regard, the Board of Directors of the Company upon the recommendation received from Nomination and Remuneration Committee is of the opinion that the presence of **Mr. D. G. Kalbhor** on the Board is desirable and would be beneficial to the Company. The Company has also received a notice under Section 160 of the Companies Act, 2013 proposing his regularization at the AGM. The proposed resolution is in the interest of the Company, hence the Board recommends the Ordinary Resolution as set out in the Item no. 7 of the Notice of 17th Annual General Meeting for approval of the Members.

**Mr. D. G. Kalbhor** aged 57 years (approx) has completed SSC and possesses appropriate skills, experience and knowledge inter alia in the field of Business. He brings wide experience, proficiency and expertise in companies business which will provide valuable insights to the Company.

**Mr. D. G. Kalbhor** is not holding any Directorship or Committee membership in any other company and he has not drawn any remuneration from the Company.

Except **Mr. D. G. Kalbhor**, none of the Directors/Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 7 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members of the Company.

#### **Item No 8**

**Mr. C. S. Hemgude** (DIN:09772328) was appointed as an Additional Director of the Company with effect from 20th October, 2022 pursuant to and in accordance with Section 161(1) of the Companies Act, 2013 and who holds office upto the date of the 17th Annual General Meeting. In this regard, the Board of Directors of the Company upon the recommendation received from Nomination and Remuneration Committee is of the opinion that the presence of **Mr. C. S. Hemgude** on the Board is desirable and would be beneficial to the Company. The Company has also received a notice under Section 160 of the Companies Act, 2013 proposing his regularization at the AGM. The proposed resolution is in the interest of the Company, hence the Board recommends the Ordinary Resolution as set out in the Item no. 8 of the Notice of 17th Annual General Meeting for approval of the Members.

**Mr. C. S. Hemgude** aged 55 years (approx) has completed SSC and possesses appropriate skills, experience and knowledge inter alia in the field of Business. He brings wide experience, proficiency and expertise in companies business which will provide valuable insights to the Company.

**Mr. C. S. Hemgude** is not holding any Directorship or Committee membership in any other company and he has not drawn any remuneration from the Company.

Except **Mr. C. S. Hemgude**, none of the Directors/Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 8 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Members of the Company.

#### **Item No 9**

**Mr. V. T. Sorte** (DIN: 09770291) was appointed as an Additional Director of the Company with effect from 19th October, 2022 pursuant to and in accordance with Section 161(1) of the Companies Act, 2013 and who holds office upto the date of the 17th Annual General Meeting. In this regard, the Board of Directors of the Company upon the recommendation received

from Nomination and Remuneration Committee is of the opinion that the presence of **Mr. V. T. Sorte** on the Board is desirable and would be beneficial to the Company. The Company has also received a notice under Section 160 of the Companies Act, 2013 proposing his regularization at the AGM. The proposed resolution is in the interest of the Company, hence the Board recommends the Ordinary Resolution as set out in the Item no. 8 of the Notice of 17th Annual General Meeting for approval of the Members.

**Mr. V. T. Sorte** aged 35 years (approx) has completed Graduation and possesses appropriate skills, experience and knowledge inter alia in the field of Business. He brings wide experience, proficiency and expertise in companies business which will provide valuable insights to the Company.

**Mr. V. T. Sorte** is not holding any Directorship or Committee membership in any other company and he has not drawn any remuneration from the Company.

Except **Mr. V. T. Sorte**, none of the Directors/Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 9 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the Members of the Company.

#### **Item No 10**

**Mr. C. V. Tupe** (DIN: 00030317) was appointed as an Additional Director of the Company with effect from 30th September, 2022 pursuant to and in accordance with Section 161(1) of the Companies Act, 2013 and who holds office upto the date of the 17th Annual General Meeting. In this regard, the Board of Directors of the Company upon the recommendation received from Nomination and Remuneration Committee is of the opinion that the presence of **Mr. C. V. Tupe** on the Board is desirable and would be beneficial to the Company. The Company has also received a notice under Section 160 of the Companies Act, 2013 proposing his regularization at the AGM. The proposed resolution is in the interest of the Company, hence the Board recommends the Ordinary Resolution as set out in the Item no. 10 of the Notice of 17th Annual General Meeting for approval of the Members.

**Mr. C. V. Tupe** aged 52 years (approx) has completed Graduation and possesses appropriate skills, experience and knowledge inter alia in the field of Business. He brings wide experience, proficiency and expertise in companies business which will provide valuable insights to the Company.

**Mr. C. V. Tupe** is holding Directorship in 3 other entities, he is not holding any Committee membership in any other company. Further, he has not drawn any remuneration from the Company

Except **Mr. C. V. Tupe**, none of the Directors/Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 10 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the Members of the Company.

#### **Item No 11**

**Mr. A. A. Magar** (DIN: 05120961) was appointed as an Additional Director of the Company with effect from 30th September, 2022 pursuant to and in accordance with Section 161(1) of the Companies Act, 2013 and who holds office upto the date of the 17th Annual General Meeting. In this regard, the Board of Directors of the Company upon the recommendation received from Nomination and Remuneration Committee is of the opinion that the presence of **Mr. A. A. Magar** on the Board is desirable and would be beneficial to the Company. The Company has also received a notice under Section 160 of the Companies Act, 2013 proposing his regularization at the AGM. The proposed resolution is in the interest of the Company, hence the Board recommends the Ordinary Resolution as set out in the Item no. 11 of the Notice of 17th Annual General Meeting for approval of the Members.

**Mr. A. A. Magar** aged 51 years (approx) has completed Graduation and possesses appropriate skills, experience and knowledge inter alia in the field of Business. He brings wide experience, proficiency and expertise in companies business which will provide valuable insights to the Company.

**Mr. A. A. Magar** is holding Directorship in 1 more other entity, he is not holding any Committee membership in any other company. Further, he has not drawn any remuneration from the Company

Except **Mr. A. A. Magar**, none of the Directors/Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 11 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the Members of the Company.

**RIVERVIEW CITY CONSTRUCTIONS LIMITED**

Registered office: 5, Magarpatta City, Aditi Garden, Hadapsar, Pune - 411013  
[CIN U45202PN2007PLC129440]

**Attendance Slip**

DP ID and Client ID (16 Digit Demat Account No.)	
Name & Address of Shareholder	
No. of Shares as held	
Name of the Proxy (if any ) in Block Letter	

I/We hereby record my/our presence at the 17th Annual General Meeting of Riverview City Constructions Limited held on Monday, 25th day of September, 2023 Behind the Marketing Office of Riverview City located at Kadamvakvasti, Loni Kalbhor, Taluka Haveli, Pune-412201 at 10:30 AM.

Signature of Shareholder / Proxy Present

**Note:**

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting.





## Form No. MGT-11

## Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U45202PN2007PLC129440

Name of the Company: Riverview City Constructions Limited

Name of the member:

Registered Address:

Email ID:

Client ID:

DP ID:

I/We, being the member (s) of ..... shares of the above named Company, hereby appoint

1. Name: .....

Address: .....

E-mail Id:

Signature:..... or failing him

2. Name: .....

Address: .....

E-mail Id:

Signature:..... or failing him

3. Name: .....

Address: .....

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the Company, to be held on **Monday, 25th day of September, 2023** Behind the Marketing Office of Riverview City located at Kadamvakvasti, Loni Kalbhor, Taluka Haveli, Pune-412201 at 10:30 AM and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution No.	I/We assent to the Resolution (for)	I/We dissent to the Resolution (against)
	<b>ORDINARY BUSINESS</b>		
1.	To consider and adopt the audited financial statements of the Company for the financial year ended as on 31st March, 2023, together with the reports of the Board of Directors and Auditors thereon.		
2.	Reappointment of Mr. U. D. Magar, Director (DIN-00007594) who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To approve the appointment of Auditor to fill the casual vacancy caused by the resignation, approved in the Board Meeting held on 20th June, 2023 and to appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Twenty Second Annual General Meeting and to fix their remuneration.		
	<b>SPECIAL BUSINESS</b>		
4.	To consider the change in designation of Mr. M. D. Kalbhor, (DIN: 09770243) as Director of the Company.		

5.	To consider the change in designation of Mr. S. N. Kalbhor, (DIN: 09770264) as Director of the Company.		
6.	To consider the change in designation of Mr. S. G. Kalbhor, (DIN: 08686664) as Director of the Company.		
7.	To consider the change in designation of Mr. D. G. Kalbhor, (DIN: 09770052) as Director of the Company.		
8.	To consider the change in designation of Mr. C. S. Hemgude, (DIN: 09772328) as Director of the Company.		
9.	To consider the change in designation of Mr. V. T. Sorte, (DIN: 09770291) as Director of the Company.		
10.	To consider the change in designation of Mr. C. V. Tupe, (DIN: 00030317) as Director of the Company.		
11.	To consider the change in designation of Mr. A. A. Magar, (DIN: 05120961) as Director of the Company.		

Signed this..... day of..... 2023

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue  
Stamp

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

**Route Map for 17th Annual General Meeting**  
**Venue: Riverview City Marketing Office at Kadamvakvasti, Loni Kalbhor, Taluka Haveli, Pune-412201.**

