



MANAGEMENT

BOARD OF DIRECTORS

Chairman-cum-Managing Director

Sh. Rajiv Arora

Executive Director &
Chief Financial Officer

Sh. Ritesh Arora

Company Secretary

Mrs. Neha Bedi

Directors

Sh. Raghu Nath Nayyar
Sh. Raj Kumar Sood
Smt. Kamaljeet Kaur

Auditors

M/s. Ashok Shashi & Co.
Chartered Accountants
19, Feroze Gandhi Market,
IInd Floor Ludhiana-141001

Bankers

Allahabad Bank
Clock Tower, Ludhiana

Works

Momnabad Road,
Akbarpura, Ahmedgarh,
Distt.- Sangrur (Punjab)

Registered Office

356, Industrial Area-A,
Ludhiana-141003

Registrar & Share Transfer Agent

**Skyline Financial Services
Private Limited**
D-153 A, 1st Floor, Okhla
Industrial Area, Phase - I,
New Delhi - 110020
Tel.: 011 64732681-88,
Fax: +91 11 26812682
Web:www.skylinerta.com

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NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of Ritesh International Limited will be held on Saturday, 27th day of September, 2014 at 11.00 a.m. at the Registered office of the company at 356, Industrial Area-A, Ludhiana-141003 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended on March 31st 2014 including Audited Balance Sheet as at 31st March 2014 the Statement Profit & Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Auditors and the Directors thereon.
2. To appoint Director in place of Sh. Raj Kumar Sood (DIN 00902545), who retires by rotation and being eligible, offers himself for re-appointment as an independent Director.
3. **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 139 of the Companies Act, 2013 and the Rules made there under, M/s Ashok Shashi & Co., Chartered Accountants, Ludhiana, Registration No. 013258N, be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting (subject to ratification of the appointment by the members at every AGM held after this AGM) on a remuneration as may be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS

4. **Re-appointment of Sh. Ritesh Arora as an Executive 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 in accordance with the provisions

of section 196,197 read with schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) subject to such other consents, approvals and permissions if any needed, Sh. Ritesh Arora be and is hereby re-appointed as Executive director of the Company for a term of five years, whose term will be liable to retirement by rotation (subject to ratification of the appointment by the members at every AGM held after conclusion of this AGM) with effect from 1st July, 2014 at a remuneration of Rs. 72,000/- per month plus allowances as applicable to other employees of the company with liberty to the Board of Directors (herein after referred to as “Board” which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) to alter and vary the said remuneration in such form and manner or with such modifications as the Board may deem fit and agreed to by Sh. Ritesh Arora.”

“RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay Sh. Ritesh Arora the above mentioned remuneration as minimum remuneration.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board of Directors of the Company and acceptable to the Sh. Ritesh Arora, Executive Director of the Company as permissible under the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make such alteration and modifications, as may be required within the limits of Schedule V of the Companies Act, 2013.”

5. **Appointment of Sh. Raghu Nath Nayyar (DIN 01004154) as an Independent Director**



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 149,152 and any other applicable provisions of the Companies Act, 2013 and Rules thereunder (Including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Sh. Raghu Nath Nayyar (DIN 01004154), be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years and is not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution.”

6. Appointment of Sh. Raj Kumar Sood (DIN 00902545) as an Independent Director

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 149,152 and any other applicable provisions of the Companies Act, 2013 and Rules thereunder (Including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Sh. Raj Kumar Sood (DIN 00902545), be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years and is not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution.”

7. Appointment of Mrs. Kamaljeet Kaur (DIN 06951563) as an Independent Director

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 149,152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules thereunder (Including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement, Mrs. Kamaljeet Kaur (DIN 06951563), who was appointed as an Additional Director of the Company by the Board of Directors under section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office for a period of 5 years and is not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution.”

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

“RESOLVED that pursuant to the provisions of Section 14 and any other applicable provisions of the Companies Act, 2013, (including any modification or re-enactment thereof) the Articles of Association of the Company be and is hereby altered by inserting the following Article 30A after Article 30.

Managing Director can be Chairman as well.	30A. Managing Director can also hold the office of Chairman of Board of Directors.
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“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate such power to any of the directors/persons to file the



same with Registrar of Companies at Chandigarh and to comply with all other legal and procedural formalities in this regard.”

**By Order of the Board
For Ritesh International Limited**

sd/-

Place : Ludhiana

(Rajiv Arora)

Date: 14.08.2014 Chairman-cum-Managing Director

DIN: 00079838

1108/1, Tagore Nagar, Civil Lines
Ludhiana- 141001

NOTES:

i) A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

ii) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder. A Proxy so appointed shall not have any right to speak at the Meeting. The Blank Proxy form is enclosed.

iii) The register of members and the share transfer books of the company will remain closed from 25th September, 2014 to 27th September, 2014 (both days inclusive).

iv) Any member of the company on demand shall be entitled to be furnished free of cost, a copy of the Balance Sheet of the company and of every document required by the law to be annexed thereto including

the Statement of Profit & Loss and the Auditor's Report. Copies of these documents will also be kept open for 21 days before the date of the meeting.

v) Members are requested to bring their copy of Annual Report along with them, as copies of the report will not be distributed at the meeting.

vi) Members/proxies are requested to bring their attendance slips sent herewith duly filled in for attending the meeting.

vii) Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the date of meeting.

viii) Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 (in relation to Item No. 4 to 8 is annexed hereto and forms part of this Notice.

ix) In Compliance with provisions of Section 108 of Companies Act, 2013 and rules framed thereunder, the Company is pleased to provide members facility to exercise their right to vote at the 32nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services India Limited (CDSL)

The instructions for shareholders voting electronically are as under:

a. The voting period begins on Saturday 20th September, 2014 at 10:00 a.m and ends on Tuesday 23rd September, 2014 at 10:00 a.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday 22nd August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

b. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period

c. Click on “Shareholders” tab.

d. Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,



- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - e. Next enter the Image Verification as displayed and Click on Login.
 - f. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used
 - g. If you are a first time user follow the steps given below:
- h. After entering these details appropriately, click on "SUBMIT" tab.
 - i. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - k. Click on the EVSN for <RITESH INTERNATIONAL LIMITED> on which you choose to vote.
 - l. 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.
 - m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - n. 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.
 - o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - p. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Demat account number or Folio No. in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your Bank demat account or in the company records for the said Details demat account or folio. <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / No. of Shares in the dividend bank details field as mention in instruction (d)



- q. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r. Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- s. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- t. The Company has appointed Mr. Bhupesh Gupta, Practising Company Secretary (Membership No. FCS 4590 & C.P No. 5708) as a Scrutinizer to Scrutinize the e-voting process in a fair and transparent manner.

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

Item No.4:

Nomination & Remuneration Committee as well as the Board of Directors of Company has approved the re-appointment of Sh. Ritesh Arora as an Executive Director of the Company for a period of Five years w.e.f. 01.07.2014. Nomination & Remuneration Committee as

well as the Board of Directors has approved the payment of remuneration to Sh. Ritesh Arora at Rs. 72,000/- per month w.e.f. 01.07.2014 for a period of five years, subject to the approval of the members of the Company.

Minimum Remuneration

In the absence or inadequacy of profits in any financial year, the remuneration as set out above may be paid as the minimum remuneration to Sh. Ritesh Arora.

Pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, the approval of the members is required to be obtained for payment of remuneration to Sh. Ritesh Arora w.e.f. 01.07.2014 as proposed in the resolution.

The above may be treated as an abstract of the terms and conditions of the appointment of Sh. Ritesh Arora pursuant to the Section 196 of the Companies Act, 2013.

Item No.5 and 6

Sh. Raghu Nath Nayyar and Sh. Raj Kumar Sood are Independent Directors of the Company and have held the positions as such for more than 3 years.

In light of the provisions of the Companies Act, 2013 and amendments in Listing Agreement it is proposed to appoint Sh. Raghu Nath Nayyar & Sh. Raj Kumar Sood as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (Five) Consecutive years.

Sh. Raghu Nath Nayyar and Sh. Raj Kumar Sood are not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The Company has also received declarations from Sh. Raghu Nath Nayyar & Sh. Raj Kumar Sood about their meeting the criteria of independence as prescribed as per Section 149 of the Companies Act and under Listing Agreement.

In the opinion of the Board Sh. Raghu Nath Nayyar and Sh. Raj Kumar Sood fulfill the conditions for appointment as Independent Directors as specified in the Act and Listing Agreement. Accordingly, Sh. Raghu Nath Nayyar & Sh. Raj Kumar Sood are Independent of the Management

Item No.7:

Mrs. Kamaljeet Kaur was appointed as an Additional Director in the category of Independent Director on the Board. W.e.f. May 30th 2014 pursuant to Section 161(1) of the Companies Act, 2013. She holds office upto the date of 32nd Annual General Meeting and is eligible for appointment as Director. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the appointment as an Independent Director of the



Company.

The Company has also received declaration from Mrs. Kamaljeet Kaur about their meeting the criteria of independence as prescribed as per Section 149 of the Companies Act and under Listing Agreement.

In the opinion of the Board Mrs. Kamaljeet Kaur fulfill the conditions for appointment as Independent Directors as specified in the Act and Listing Agreement. Accordingly, Mrs. Kamaljeet Kaur are Independent of the Management

Item No.8:

It is proposed to change the Articles of Association of the company. Under Section 14 of the companies Act, 2013, for alteration in the Articles of Association of the Company approval of Shareholders is required by way of Special Resolution. Hence, the Board recommends the resolution for your approval.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

Details of directors seeking appointment/ re-appointment at the

**Forthcoming Annual General Meeting
(Pursuant to Clause 49 of the Listing Agreement)**

Name of the Director	Ritesh Arora	Kamaljeet Kaur
Date of Birth	23.09.1982	05.10.1980
Date of Appointment	18.06.2009	30.05.2014
Qualification	Graduate	Post Graduate
Expertise in Specific functional Area	He has more than 08 years of Business Experience in the industry.	She has more than 10 years of Experience in Finance & Accounts.
No. of Shares Held in the Company	439309	Nil
Directorships held in other companies	Nil	Nil
Position held in mandatory committees of other companies	Nil	Nil
Relationship with other Directors	Son of Rajiv Arora, Chairman cum Managing Director of the Company	Not related to any Director of the Company

Name of the Director	Raghu Nath Nayyar	Raj Kumar Sood
Date of Birth	09.11.1955	21.08.1942
Date of Appointment	01.08.2011	31.12.2005
Qualification	Graduate	Graduate
Expertise in Specific functional Area	He has experience of 37 years in the field of Garment Industry.	He has a experience of 43 years in the fields of accounts, VAT & income tax.
No. of Shares Held in the Company	Nil	Nil
Directorships held in other companies	1.Hind Woollen And Hosiery Mills Pvt.Ltd. 2. Nalanda Spinners Ltd.	Nil
Position held in mandatory committees of other companies	Nil	Nil
Relationship with other Directors	Not related to any Director of the Company.	Not related to any Director of the Company

**By Order of the Board
For Ritesh International Limited**

sd/-

(Rajiv Arora)

Chairman-cum-Managing Director

DIN: 00079838

**1108/1, Tagore Nagar, Civil lines,
Ludhiana-141001**

Place : Ludhiana

Date :14.08.2014