



## NOTICE

NOTICE is hereby given that the 36<sup>th</sup> Annual General Meeting of the Members of Ritesh International Limited will be held on Tuesday, 25<sup>th</sup> September, 2018 at 11:00 A.M. at 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 financial year ended on March 31<sup>st</sup>, 2018 including Audited Balance Sheet as at March 31<sup>st</sup>, 2018, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date along with the Reports of the Auditors and Directors thereon.
2. To appoint Sh. Dev Raj Angaria (DIN 07477943), who retires by rotation and being eligible, offers himself for reappointment

### SPECIAL BUSINESS

3. **To Re-designate Sh. Rijul Arora as Whole Time Director of the company and in this regard to pass following resolution as a Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 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 time being in force) subject to such other consents, permissions as may be necessary, the approval of the members of the company be and is hereby accorded to re-designate Sh. Rijul Arora (DIN 07477956) as a Whole Time Director of the company whose period of office is liable to be retire by rotation with a remuneration of Rs. 30,000/- per month for a period of 5 years w.e.f. 01/01/2018 plus other allowances as may be 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 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 be deemed fit and agreed by Sh. Rijul Arora, Whole Time Director.”

“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. Rijul Arora, Whole Time Director, the above mentioned remuneration as minimum remuneration.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are 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. Rijul Arora, Whole Time Director of the Company

as permissible under the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised 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.”

By Order of the Board  
For Ritesh International Limited  
(Rajiv Arora)  
Chairman-cum-Managing Director  
DIN: 00079838  
1108/1, Tagore Nagar, Civil Lines,  
Ludhiana- 141001

Place: Ludhiana

Date: 14.08.2018

### 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 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.
- iii) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- iv) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Skyline Financial services Limited.
- v) The register of members and the share transfer book of the company will remain closed from 21<sup>st</sup> September,



2018 to 25<sup>th</sup> September, 2018 (both days inclusive).

- vi) The Notice of the AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or with the Depository Participant(s), unless members have requested for the hard copy of the same, physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to the Members who have not registered their email address with the Company Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Gate of Venue of the AGM.
- vii) Members are requested to bring their copies of Annual Reports along with them, as copies of the report will not be distributed at the meeting.
- viii) Members/proxies are requested to bring their attendance slips sent herewith duly filled in for attending the meeting.
- ix) 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.
- x) Mr. Bhupesh Gupta, Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e voting process). The scrutinizer shall upon the conclusion of General Meeting, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.
- xi) The Results of the resolutions passed at the AGM of the Company will be declared within 48 working hours of the conclusion of AGM. The Results declared along with the Scrutinizer's report shall be placed on Company's website of CDSL and will be communicated to the stock exchanges
- xii) **Voting through Electronic Means:** Pursuant to the Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management And Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the Members a facility to exercise their right to vote at the 36<sup>th</sup> Annual General Meeting (AGM) by electronic means.
- xiii) The instructions for shareholders voting electronically are as under:**
  - a. The Members whose name appears in the Register of Members of the Company as on 20.09.2018 (CUT OFF DATE) may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting shall commence on

22.09.2018 at 9:00 AM and ends on 24.09.2018 at 05:00 PM. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. The e-voting module shall be disabled by CDSL for voting thereafter.

- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting value.
- c. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- d. Click on "Shareholders" tab.
- e. 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.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. 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 voting of any company, then your existing password is to be used.
- h. If you are a first time user follow the steps given below:

	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"> <li>● 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 Sequence Number in the PAN field.</li> <li>● 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.</li> </ul>
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 demat account or in the company records for the said demat account or folio. 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 /Folio No. in the dividend bank details field as mention in instruction(s).

- i. After entering these details appropriately, click on "SUBMIT" tab.
- j. 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
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the EVSN for <RITESH INTERNATIONAL LIMITED>.
- m. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same 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.
- n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o. 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.
- p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- r. If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s. Note for Non-Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than individuals, HUF, NRI etc.) and Custodian are required to

- log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create compliance user using the admin login and password. The Compliance user would be able to link the accounts(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- t. 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.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- u. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from App Store and the Windows Phone Store respectively Please follow the instructions as prompted by the mobile app while voting on your mobile.

**NOTE:**

SEBI Issued a notification as on 08.06.2018 regarding amendment to Regulation 40 of SEBI (LODR) Regulation 2015, with reference of mandatory de-materialisation of transfer of securities

Kindly note that w.e.f 05.12.2018 transfer of securities in physical form will not be allowed except in the case of transmission or transposition of securities.

Shareholders of the company who hold shares in the form of physical share certificates can approach the company or depository participant to dematerialize such securities.

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

Place : Ludhiana  
Date : 14.08.2018

sd/  
(Rajiv Arora)  
Chairman-cum-Managing Director  
DIN: 00079838  
1108/1, Tagore Nagar, Civil lines,

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

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the Notice.

**ITEM NO :3**

Sh. Rijul Arora appointed as an additional director of the company and further regularized as a NON-Executive Director of the company in the annual general meeting of the company held on 26.09.2016.

Further to meet the requirement of Company Act, 2013 the Board of Directors in their meeting held on 12.01.2018 and also on the basis of recommendation of the Nomination and Remuneration Committee of the Company in their meeting held on 01.01.2018 has been proposed to re-designate Sh. Rijul Arora (DIN 07477956), as Whole Time Director of the Company at a remuneration of RS. 30,000/- per month for a period of 5 years w.e.f. 01.01.2018.

The term of directorship of Sh. Rijul Arora will be under the category of liable to retire by rotation. Sh. Rijul Arora is having experience in relation to administration of business. It would be in the interest of the Company to appoint him as a Whole time Director of the Company.

The Board of Directors recommends the above resolution for your approval.

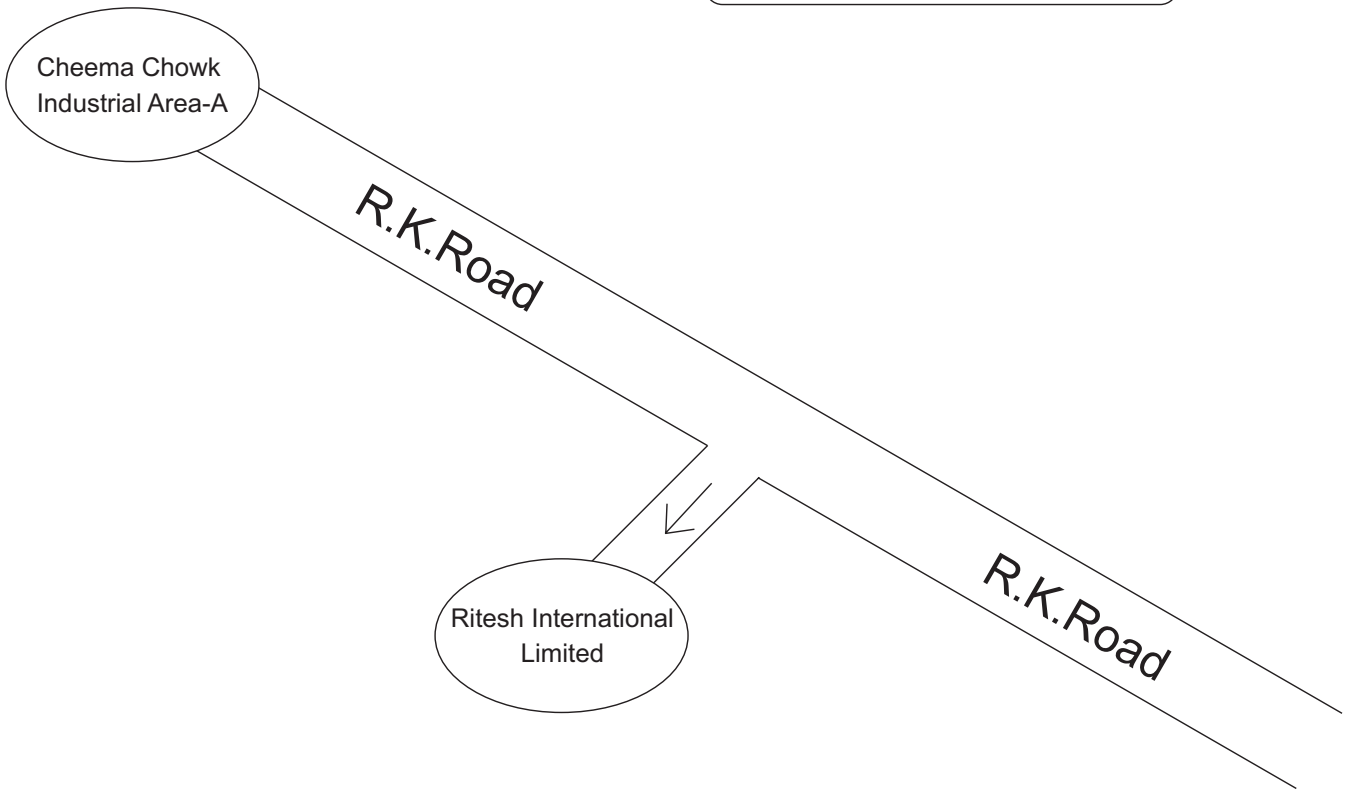
Sh. Rijul Arora, being the appointee himself and Sh. Rajiv Arora Chairman cum Managing Director, being relative of Sh. Rijul Arora are interested in the proposed resolution. Except them, none of the Directors or Key Managerial Personnel is interested in the resolution. The above may be treated as an abstract of the terms and conditions of the designation of Sh. Rijul Arora pursuant to Section 197 of the Companies Act, 2013.

**Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the Directors seeking appointment/re-appointment in the AGM.**

NAME OF THE DIRECTOR	DEV RAJ ANGARIA	RIJUL ARORA
DIN	07477943	07477956
DATE OF BIRTH	05/01/1976	20/01/1995
DATE OF APPOINTMENT	01/04/2016	01/01/2018
EXPERTISE IN SPECIFIC FUNCTIONAL AREA	He has more than 17 years of experience in Taxation, Accounting and Financial matters	He has more than 3 years experience in business administration
NO. OF SHARES IN THE COMPANY	300	7,91,992
QUALIFICATION	Graduation	Graduation
DIRECTORSHIPS HELD IN OTHER COMPANIES	NIL	NIL
POSITION HELD IN MANDATORY COMMITTEES OF OTHER COMPANIES	NIL	NIL
RELATIONSHIP WITH OTHER DIRECTORS	Sh. Dev Raj Angaria does not have any pecuniary relation with any other director of the company	Sh. Rijul Arora is son of Sh. Rajiv Arora, Chairman cum Managing Director of the company



Venue of AGM of  
Ritesh International  
Limited





**RITESH INTERNATIONAL LIMITED**

Regd. Office: 356, Industrial Area 'A', Ludhiana-141003  
L15142PB1981PLC004736

ATTENDANCE SLIP

Member's Folio No. : .....

Client ID No. : .....

DP ID No. : .....

Name of the Member : .....

Name of Proxy holder : .....

No of shares held : .....

I hereby record my presence at the 36<sup>th</sup> Annual General Meeting of the Company held on Tuesday, 25<sup>th</sup> day of September, 2018 at 11.00 A.M. at the Registered Office of the Company at 356, Industrial Area 'A', Ludhiana-141003

\_\_\_\_\_  
Signature of Member/Proxy

**NOTES :**

- Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.



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**RITESH INTERNATIONAL LIMITED**

Regd. Office: 356, Industrial Area 'A', Ludhiana-141003  
L15142PB1981PLC004736

PROXY FORM

Member's Folio No : \_\_\_\_\_  
I/We \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_  
being a member/members of **RITESH INTERNATIONAL LIMITED**, hereby  
appoint \_\_\_\_\_ of \_\_\_\_\_ in the  
district of \_\_\_\_\_ or failing him/her \_\_\_\_\_ of  
\_\_\_\_\_ in the district of \_\_\_\_\_ as my/our proxy to vote  
for me/us on my/our behalf at the 36<sup>th</sup> Annual General Meeting of the Company held on Tuesday, 25<sup>th</sup> day of  
September, 2018 at 11.00 a.m. at the Registered Office of the Company at 356, Industrial Area-A, Ludhiana - 141003  
and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

**Note :**

- A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll instead of himself/herself.**
- If it is intended to appoint a proxy, the form of proxy should be deposited at the Registered Office of the Company at least 48 hours before the commencement of meeting**



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Resolution No.	Resolution	For	Against
1	To receive, consider and adopt Audited Financial Statements along with reports of the Board Directors and Auditors there on for the financial year ended March 31, 2018		
2	To appoint Sh. Devraj Angaria (DIN 07477943), who retires by rotation and being eligible, offers himself for re-appointment.		
3	To Re-designate Mr. Rijul Arora as Whole Time Director (DIN-07477956) and Approve his remuneration		



Signature of shareholder : ..... Signed this ..... day of ..... 2018

Signature of Proxy holder(s) : ..... ..

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.