



36th

Annual Report
2017–2018

RITESH INTERNATIONAL LIMITED



MANAGEMENT

BOARD OF DIRECTORS

Chairman-cum-Managing Director

Sh. Rajiv Arora

Executive Director &
Chief Financial Officer

Sh. Dev Raj Angaria

Company Secretary

Ms. Neha Bedi

Independent Directors

Sh. Raghu Nath Nayyar
Smt. Reeta Challana

Whole-Time Director

Sh. Rijul Arora

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, Ist Floor, Okhla Industrial Area, Phase – I,
New Delhi - 110020
Tel.: 011 64732681-88
Web: www.skylinerta.com

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**NOTICE**

NOTICE is hereby given that the 36th Annual General Meeting of the Members of Ritesh International Limited will be held on Tuesday, 25th 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 31st, 2018 including Audited Balance Sheet as at March 31st, 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:

- 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.**
- 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.
- 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.
- 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.
- The register of members and the share transfer book of the company will remain closed from 21st September,



2018 to 25th 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 36th 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 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 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">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.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 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 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 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 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 under help section or write an email to 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

**DIRECTORS' REPORT**

Dear Members,

Your Directors have the pleasure in presenting the 36th Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2018.

FINANCIAL RESULTS

Particulars	Amount (Rs. In Lakh)	
	2017-2018	2016-2017
Operating and other income	3524.16	2155.20
Profit/(Loss) before Depreciation	42.05	54.43
Less: Depreciation	(32.11)	(30.16)
Profit/(Loss) after Depreciation year before exceptional, extraordinary items and tax	9.94	24.27
Adjustments of exceptional & extraordinary items	3.25	7.57
Profit/(Loss) for the after exceptional, extraordinary items and before tax	13.19	31.84
Profit/(Loss) for the year after tax	13.19	31.84

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review your company's operating and other income was Rs. 3524.16 lakh as compared to previous year of Rs. 2155.20 lakh. The company has earned a profit of Rs. 13.19 lakh as compared to previous year of profit Rs 31.84 lakh during the period under review. Presently, Company is working in two divisions which are Stearic Acids & other non edible oils division and Knitwear division. The Company has made sales of Rs. 3075.55 lakh from stearic acids & other non edible oils (Previous year Rs. 1953.95 lakh) and sale of garments Rs. 493.05 lakh (Previous year Rs. 387.62 lakh) during the year under review

INDIAN ACCOUNTING STANDARDS (Ind AS)

As mandated by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards ("Ind AS") from 1st April, 2017 with a transition date of 1st April, 2016. The Financial Results for the year 2017-18 have been prepared in accordance with Ind AS, prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued there under and the other recognized accounting practices and policies to the extent applicable. The Financial Results for all the periods of 2017-18 presented have been prepared in accordance with Ind AS.

INFORMATION ON STATE OF COMPANY'S AFFAIRS

The Company has started its journey in the year 1981 with manufacturing of Stearic Acid (All Grades), Glycerin, and

others. The ultimate users of their products are Rubber and PVC industries. The company is trying its best to increase the market share of its products and to economize its production.

Company is now focusing in the Knitwear Division too. As company has income from sale of garment is Rs. 493.05 Lakh as compared to previous year income of Rs. 387.62 Lakh that is increased by 21.38% from the last year. So company is now in process to increase the market share of its knitwear division in coming years.

DIVIDEND

The Board has not recommended any dividend due to inadequate profits during the year under review.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 does not apply.

TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

Profit of the current year has been transferred to the Reserves and Surplus.

CHANGES IN SHARE CAPITAL

There is no change in the share capital of the company during the Financial Year 2017-18.

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

Details of Loan Guarantees and Investments Covered Under Section 186, are given in the notes to the Financial Statements for the year ended 31st March, 2018

AUDITOR'S**I) Statutory Auditors**

M/s Ashok Shashi & Co Chartered Accountants (FRN: 013258N), were appointed at the 32nd Annual General Meeting (27.09.2014) as the Statutory Auditors of the Company for five years till the conclusion of the 37th Annual General Meeting of the Company in terms of provisions of Section 139 of the Companies Act, 2013. They have confirmed their eligibility for the FY 2018-19 under Section 141 of the Companies Act, 2013 and the Rules framed thereunder. The Companies Amendment Act, 2017 has omitted the requirement of ratification of the appointment of statutory auditors at every annual general meeting; the relevant amendment made effective on May 07, 2018. Hence the ratification of appointment of Statutory Auditors at the ensuing 36th AGM is not required.

**ii) Secretarial Auditors**

M/s B.K Gupta & Associates, Companies Secretaries, Ludhiana has been appointed as Secretarial Auditors of the company by board of director in their meeting held on 30.05.2017 to conduct the secretarial audit for the financial year 2017-18.

iii) Internal Auditors

M/s N. Mohan & Associates & Co., Chartered Accountants has been appointed as an Internal Auditors of the company under section 138 of Companies Act, by the board of director of the company to conduct internal audit of functions and activities of the company.

PARTICULARS OF EMPLOYEES

Pursuant to Section 197(12) of the Act, read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company required to disclose information related to remuneration paid during the year. The detailed information in this regard is annexed to this report as "Annexure I".

RELATED PARTY TRANSACTIONS

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. The Board of Directors of the Company has adopted Related Party Transaction Policy and the same is available on the following link- http://www.riteshinternationaltd.com/read_pdf.php?p_id=77.

Further all the necessary details of transaction entered with the related parties as defined under Section 188 of the Companies Act, as defined under Section 2 (76) of the said Act are attached herewith in form No.AOC-2 for your kind perusal and information as "Annexure II".

INVESTOR SERVICES

The Company is committed to provide the best services to the shareholder/investors. M/s Skyline Financial Services Private Limited, New Delhi is working as Registrars and Share Transfer Agents (RTA) of the Company for transfer, dematerialization of shares and other investor related services. No correspondence/ enquiry from any shareholder/investor is pending with the company for reply.

DETAILS AND INFORMATION AS REQUIRED UNDER SECTION 134(3) (L) OF THE COMPANIES ACT, 2013

No material changes and commitments have taken place between the end of the financial year of the Company to which balance sheet relates and date of report, which affects the financial position of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption and Foreign Exchange Earnings and Outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed to this report as "Annexure III".

EXTRACT OF ANNUAL RETURN IN FORM MGT-9 AS PER THE REQUIREMENT OF SECTION 92(3), SECTION 134(3) (a) AND RULE 11 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

In compliance with the above said provisions the extract of the Annual Return have been annexed with the Board's Report in form MGT-9 as Annexure-IV.

DETAILS OF SUBSIDIARY/JOINT VENTURES/ ASSOCIATE COMPANIES

The Company has no Subsidiary/Joint Venture or Associate companies.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

1. Ritesh Arora (DIN 00080156) who was appointed as an Additional Director of the company w.e.f. 01.01.2018 has been resigned from the office of the director of the company w.e.f. 04.05.2018
2. Sh. Rijul Arora (DIN 07477956), existing director of the company originally appointed as NON-Executive director of the company. Board of directors recommend to the shareholder to designate him from non-executive director of the company to whole time director.
3. Sh. Dev Raj Angaria (DIN 07477943), Executive Director of the company is liable to retire by rotation in the ensuing annual general meeting of the company and being eligible offer himself for re-appointment.

DECLARATION OF INDEPENDENCE BY INDEPENDENT DIRECTORS UNDER SECTION 149 OF THE COMPANIES ACT, 2013

Presently the Company has two Independent Directors namely Sh. Raghu Nath Nayyar and Smt. Reeta Challana who have given declaration that they meet the eligible criteria of independence as provided in sub-section (6) of Sec 149 of the Companies Act, 2013.

**STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed

NUMBER OF MEETINGS

During the Financial year 2017-2018, board of directors duly met nine (9) times. Further a complete detail of board meetings and committee meetings of the company mentioned in Corporate Governance Report which forms the part of Annual Report.

RISK MANAGEMENT POLICY

The Board of Directors of your Company in its meeting held on 30.05.2014 adopted the Risks Management Policy. The policy establishes the process for the management of risk faced by Ritesh International Limited. The aim of risk management is to maximize opportunities in all activities and to minimize adversity. This policy applies to all activities and processes associated with the normal operations of Ritesh International Limited.

The policy on Risk Management as approved by the Board may be accessed on the Company's website at the link: http://www.riteshinternational ltd.com/read_pdf.php?p_id=82.

EVALUATION BY BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEE AND INDIVIDUAL DIRECTORS WITH REFERENCE TO SECTION 134 (3) (p) OF THE COMPANIES ACT, 2013

Pursuant to the above said provisions of the Companies Act, 2013, the Board has carried out an evaluation of its own performance, directors individually as well as the evaluation of the committees as per the criteria laid down in the Nomination Remuneration Evaluation policy. Further the Independent directors have also reviewed the performance of the Non-Independent Directors and Board as a whole including reviewing the performance of the Chairperson of the company taken into account the views of an Executive Directors and Non Executive Directors vide there separate meeting held on 31.03.2018 at the Registered Office of the Company.

AUDIT COMMITTEE

Pursuant to the provisions of Section 177 of Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has constituted Audit Committee of the company is with the objective to monitor, supervise and effective management of company's finance, to ensure effective internal financial controls and risk management systems with high level of transparency and accuracy. The required

information of the committee are given in the Corporate Governance Report that forms part of this Report

DISCLOSURE ON THE NOMINATION AND REMUNERATION POLICY OF THE COMPANY PURSUANT TO SECTION 134(3) (e) AND SECTION 178(3) OF THE COMPANIES ACT, 2013

Pursuant to the provisions of Section 178 of Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted Nomination & Remuneration Policy for Directors, KMP and Senior Management Personnel. The said policy is attached with the Board Report as per "Annexure V".

DISCLOSURE IN RELATION TO VIGIL MECHANISM

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Policy is formulated to provide opportunity to employees and directors to report to management concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or policy. The mechanism provides for adequate safeguards against victimization of employees and directors who express their concerns and also provides for direct access to Chairman of the Audit Committee in exceptional cases. The policy is applicable to all employees and directors of the Company.

The Policy on vigil mechanism and whistle blower policy as approved by the Board may be accessed on the Company's website at the link: http://www.riteshinternational ltd.com/read_pdf.php?p_id=27.

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the report on Corporate Governance together with Auditor's Certificate on compliance with this regard and Managing Director's and CEO declaration in this regarding compliance of Code of Conduct by Board Members and Senior management personnel is attached and forms part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report is enclosed as a part of this annual report.

SECRETARIAL AUDIT REPORT

Secretarial Audit Report in format MR-3 by B.K Gupta & Associates, Secretarial Auditors is annexed with the Board Report. Secretarial Audit Report is annexed herewith as "Annexure VI".

**DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) They had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) They had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities
- (d) They had prepared the annual accounts on a going concern basis; and
- (e) They had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY AUDITOR'S REPORT

Auditor's Report on the accounts is self- explanatory and does not contain any qualifications, reservations or adverse remarks.

GENERAL DISCLOSURE

Your Director state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review.

1. Details relating to Deposits covered under Chapter V of the Act.
2. Issue of Equity Shares with Differential Rights, as to dividend, voting or otherwise.

3. Issue of shares with including sweat equity shares to employees of the company under any scheme.
4. No significant or material order were passed by the Regulators or Courts or Tribunals which impact the going concern status and company's operation in the future.
5. During the year under review, there were no case filed pursuant to Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013.

ACKNOWLEDGEMENTS

Your Directors wish to express their grateful appreciation for the valuable support and co-operation received from sub-brokers, business associates, vendors, bankers, financial institutions, investors, stakeholders, registrar and share transfer agent, other business affiliates and media.

The Board places on record its sincere appreciation towards the Company's valued customers for the support and confidence reposed by them in the organization and the stakeholders for their continued co-operation and support to the company and look forward to the continuance of this supportive relationship in future.

Your Directors also places on record their deep sense of appreciation for the devoted services of the employees during the period under review.

**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 : 14.08.2018

**Annexure I**

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(1) Ratio of the remuneration of each Director/KMP to the median remuneration of all the employees of the Company for the financial year:

Median remuneration of all employees of the Company for the Financial Year 2017-18	Rs. 1,04,559
The Percentage increase/Decrease in the median remuneration of employees in the Financial Year	(3.38%)
The number of permanent employees on the roll of the Company as on 31 st March, 2018	169

Name of Director	Remuneration of Director/KMP for Financial Year 2017-18	Ratio of Remuneration to median remuneration of all employees	% increase in remuneration in the Financial Year 2017-18
Independent Directors			
Sh.Raghu Nath Nayyar	Nil	N.A.	Nil
Smt. Reeta Challana	Nil	N.A.	Nil
Executive Directors/KMPs			
Sh.Rajiv Arora (Chairman-Cum- Managing Director)	15,98,000	15.28	4.30
Sh.Dev Raj Angaria (Executive Director & CFO)	3,74,797	3.59	5.17
#Sh. Rijul Arora (Whole Time Director)	90,000	0.86	N.A
Ms. Neha Bedi (CS)	2.63,990	2.52	16.25

Note :-

#Sh. Rijul Arora has been designated as director on whole time basis w.e.f. 01.01.2018 accordingly, the disclosure with respect to % increase in his salary from last year N.A

b) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year 2016-17 was 68.48% whereas the increase in the managerial remuneration for the same financial year was 4.47%

c) No employee of the company has been drawn remuneration more than One Crore and Two Lakh rupees

d) It is hereby affirmed that remuneration paid is as per the remuneration policy of the Company.


Annexure-II
FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details	Details
a)	Name (s) of the related party & nature of relationship	Sh. Rajiv Arora, Chairman-cum-Md	Sh. Rajiv Arora, Chairman-cum-Md
b)	Nature of contracts/arrangements/transaction	Rent Paid	Sale of Shares
c)	Duration of the contracts/arrangements/transaction	One Year	One Time
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Company has paid yearly rent of Rs. 6,72,000/- to Sh. Rajiv Arora during the year 2017-18.	Sale of Shares of Rs. 29,66,187/- to Sh. Rajiv Arora.
e)	Date of approval by the Board	01/05/2017	07/03/2018
f)	Amount paid as advances, if any	NIL	NIL

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Smt. Anita Arora W/o Sh. Rajiv Arora, Chairman-cum-Managing Director
b)	Nature of contracts/arrangements/transaction	Rent Paid
c)	Duration of the contracts/arrangements/transaction	1 Year
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Company has paid Monthly rent of Rs.16000/- (Sixteen Thousand) per month to Smt. Anita Arora during the year 2017-18
e)	Date of approval by the Board	01/05/2017
f)	Amount paid as advances, if any	Nil

Annexure - III
CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO
A. Conservation of energy:

(i)	The steps taken or impact on conversation of energy;	Energy conservation continues to receive priority attention at all levels. All efforts are made to conserve and optimize use of energy with continuous monitoring, improvement in maintenance and distribution systems and through improved operational techniques.
(ii)	The steps taken by the company for utilizing alternate sources of energy;	
(iii)	The Capital investment on energy conservation equipments;	

(IV) Total energy consumption and energy consumption per unit of production in respect of industries specified in the schedule thereto.

Power & Fuel Consumption		2017-18	2016-17
Electricity			
a)	Purchased Unit (KWH)	20.51	19.96
	Total Amount (Rs.In Lakh)	152.63	150.94
	Rate per Unit (Rs./kwh)	7.44	7.56
b)	Own Generation through Diesel Generator (Units in Lakh)	0.30	0.37
	Diesel Purchased Qty.	6728 Ltrs.	8284 Ltrs.
	Unit Litre	4.50	4.50
	Cost per Unit (Rs.)	12.93	11.78

**B. Technology Absorption:-**

(i)	The efforts made towards technology;	Updation of Technology is a Continuous process. The Company's R&D/QC teams regularly focused on product development, process improvement and quality control at every stage of production
(ii)	the benefits derived like product improvement, productivities cost reduction, product development or import substitution;	It has been able to improve without compromising on productivities
(iii)	The expenditure incurred on Research and Development;	R & D activities have been carried out in the business line product development and process improvement

The Company has brought and successfully absorbed the conventional technology.

C. Foreign exchange earnings and outgo:

"There were no exports during the year 2017-2018 but efforts are being made by the Company to develop export markets for its product.

(in Lakhs)

B)	Total foreign exchange used and earned	Current Year	Previous Year
	Earned	Nil	Nil
	Used	2.60	Nil


Annexure IV
**FORM MGT-9
EXTRACT OF ANNUAL RETURN**
As on the Financial Year ended 31st March, 2018

(Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12 (1) of Companies (Management & Administrations) Rules, 2014)

I. REGISTRATION & OTHER DETAILS:

1	CIN	L15142PB1981PLC004736
2	Registration Date	30/11/1981
3	Name of the Company	RITESH INTERNATIONAL LIMITED
4	Category/Sub-category of the Company	Company Limited by Shares/Indian Non-Government Company
5	Address of the Registered office & Contact Details	356, Industrial Area A, Ludhiana -141003, Ph: 0161-5029126
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any. Contact Details:	Skyline Financial Services Private Limited, D-153A, 1 st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020, Tel: 011- 64732681-88

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Stearic Acids& Other Non-Edible Oils	10405	86.18
2	Garments	14101	13.82

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY:

S. No.	Name & Address of the company	CIN/GLN	Holding/subsidiary/ Associate	% of Shares held	Applicable Section
Not Applicable					

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)
I) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1 st -April- 2017]				No. of Shares held at the end of the year [As on 31 st -March-2018]				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	4235638	----	4235638	49.52	4242703	----	4242703	49.61	0.09
b) Central Govt.	----	----	----	----	----	----	----	----	----
c) State Govt(s)	----	----	----	----	----	----	----	----	----
d) Bodies. Corp.		----	----	----	----	----	----	----	----
e) Banks/FI	----	----	----	----	----	----	----	----	----
f) Any Other	----	----	----	----	----	----	----	----	----



Sub-total (A) (1) :-	4235638	----	4235638	49.52	4242703	----	4242703	49.61	0.09
(2) Foreign	----	----	----	----	----	----	----	----	----
a) NRIs-Individuals	----	----	----	----	----	----	----	----	----
b) Other-Individuals		----	----	----	----	----	----	----	----
c) Bodies-Corp	----	----	----	----	----	----	----	----	----
d) Banks/FI	----	----	----	----	----	----	----	----	----
e) Any Other	----	----	----	----	----	----	----	----	----
Sub-total (A) (2) :-									
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	4235638	----	4235638	49.52	4242703	----	4242703	49.61	0.09
B. Public Shareholding									
1. Institution									
a) Mutual Funds	----	5100	5100	0.06	----	5100	5100	0.06	----
b) Banks/FI	----	600	600	0.01	----	600	600	0.01	----
c) Central Govt									
d) State Govt	----	----	----	----	----	----	----	----	----
e) Venture Capital Fund	----	----	----	----	----	----	----	----	----
f) Insurance Companies		----	----	----	----	----	----	----	----
g) FIs	----	----	----	----	----	----	----	----	----
h) Foreign Venture Capital Funds	----	----	----	----	----	----	----	----	----
i) Other (Specify)	----	----	----	----	----	----	----	----	----
Sub-total (B)(1)	----	5700	5700	0.07	----	5700	5700	0.07	----
2. Non-Institution									
a) Bodies Corp.									
i) Indian	246523	336500	583023	6.82	249818	336500	586318	6.86	(0.04)
ii) Overseas	----	----	----	----	----	----	----	----	----
b) Individual									
i) Individual Shareholders Holding nominal Share capital Upto Rs.1 Lakh	1102009	2112406	3214415	37.58	1116406	2090966	3207372	37.50	(0.08)
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	211056	122900	333956	3.90	206099	122900	328999	3.85	(0.05)
c) Other (NRI, HUF, & Clearing Members	50650	129440	180090	2.11	53690	128040	181730	2.12	0.01
Sub-total (B) (2):-	1610238	2701246	4311484	50.41	1626013	2678406	4304419	50.33	(0.08)



Category of Shareholders	No. of Shares held at the beginning of the year[As on 1 st -April-2017]				No. of Shares held at the end of the year[As on 31 st -March-2018]				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Total Public Shareholding (B)=(B)(1)+(B)(2)	1610238	2706946	4317184	50.48	1626013	2684106	4310119	50.39	(0.09)
(C). Shares held by Custodian for GDRs & ADRs	----	----	----	----	----	----	----	----	----
Grand Total (A+B+C)	5445876	2706946	8552822	100.00	5868716	2684106	8552822	100.00	0.00

(ii) **Shareholding of Promoters**

SN	Shareholder's Name	Shareholding at the beginning of the Year (As on 1 st -April- 2017)			Shareholding at the end of the year (As on 31 st - March-2018)			% Change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbers to total share	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total Shares	
1.	Rajiv Arora	2718436	31.78	--	2718436	31.78	--	--
2.	Anita Arora	949861	11.10	--	476241	5.57	--	(5.53)
3.	Rijul Arora	311307	3.64	--	791992	9.26	--	5.62
4.	Roopika Arora	225800	2.64	--	225800	2.64	--	--
5.	Bharti Bhushan Jindal	30234	0.35	--	30234	0.35	--	--
	Total	4235638	49.52	--	4242703	49.61	--	0.15

(iii) **Change in Promoter's Shareholding**

SN	Particulars		Shareholding at the Beginning of the year (01.04.2017)		Cumulative Share holding during the year (31.03.2018)	
			No. of Shares	% of the total shares of the Company	No. of Shares	% of the total shares of the Company
1.	Anita Arora					
	At the beginning of the year		949861	11.10		
	Date	Reason				
	29/09/2017	Sale	(475000)	(5.55)	474861	5.55
	02/03/2018	Purchase	1380	0.02	476241	5.57
	At the End of the year				476241	5.57

SN	Particulars		Shareholding at the Beginning of the year (01.04.2017)		Cumulative Shareholding during the year (31.03.2018)	
			No. of Shares	% of the total shares of the Company	No. of Shares	% of the total shares of the Company
2.	Rijul Arora					
	At the beginning of the year		311307	3.64	---	---
	Date	Reason				
	29/09/2017	Purchase	475000	5.55	786307	9.19
	19/01/2018	Purchase	5685	0.07	791992	9.26
	At the End of the year				791992	9.26



(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	For Each of the Top10 Shareholders	Shareholding at the beginning of the year [01.04.2017]		Cumulative Shareholding during the year [31.03.2018]	
		No. of Shares	% of total shares of the Company	No. of Shares	% of the total shares of the Company
1.	BRISK SECURITIES LTD				
	At the beginning of the year	172150	1.95	--	--
	At the end of the year	--	--	172150	1.95
2.	MACKERTICH CONSULTANCY SERVICES PRIVATE LIMITED				
	At the beginning of the year	97028	1.13	--	--
	At the end of the year			97028	1.13
3.	FORTIS FINANCIAL SERVICES LIMITED				
	At the beginning of the year	77000	0.87	--	--
	At the end of the year	--	--	77000	0.87
4.	KRISHNA TEXPORT AND CAPITAL MARKETS				
	At the beginning of the year	66400	0.75	--	--
	At the end of the year	--	--	66400	0.75
5.	VSL SECURITIES PVT LTD				
	At the beginning of the year	59307	0.69	--	--
	At the end of the year	--	--	59307	0.69
6.	MAHENDRA GIRDHARI LAL				
	At the beginning of the year	44811	0.51	--	--
	At the end of the year	--	--	44811	0.51
7.	V NARENDHAR				
	At the beginning of the year	31297	0.37	--	--
	At the end of the year	--	--	31297	0.37
8.	J. VAISRAJ .				
	At the beginning of the year	25556	0.29	--	--
	At the end of the year	--	--	25556	0.29
9.	KERSASPJAMSHED JI KOLAH				
	At the beginning of the year	23900	0.27	--	--
	At the end of the year	--	--	23900	0.27
10.	MEHROO KERSASP KOLAH				
	At the beginning of the year	23000	0.26	--	--
	At the end of the year	--	--	23000	0.26



(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Particulars	Shareholding at the beginning of the year (01.04.2017)		Cumulative Shareholding during the year (31.03.2018)	
		No. of Shares	% of total shares Of the Company	No. of Shares	% of total shares Of the Company
	For Each of the Directors and KMP				
1.	Rajiv Arora				
	At the beginning of the year	2718436	31.78	--	--
	At the End of the year	--	--	2718436	31.78
2.	Rijul Arora				
	At the beginning of the year	311307	3.64	--	--
	At the End of the year	--	--	791992	9.26
3.	Ritesh Arora				
	At the beginning of the year	0	0	--	--
	At the End of the year	--	--	0	0
4.	Raghu Nath Nayyar				
	At the beginning of the year	0	0	--	--
	At the End of the year	--	--	0	0
5.	Dev Raj Angaria				
	At the beginning of the year	300	0	--	--
	At the End of the year	--	--	300	0
6.	Reeta Challana				
	At the beginning of the year	0	0	--	--
	At the End of the year	--	--	0	0
7.	Neha Bedi				
	At the beginning of the year	0	0	--	--
	At the End of the year	--	--	0	0

*Ritesh Arora Director of the company has been resigned as on 04.05.2018.

(VI) INDEBTEDNESS

Indebtedness of the Company including interest/outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total indebtedness
Indebtedness at the beginning of the financial year				
I) Principal Amount	3,24,17,554.72	Nil	Nil	3,24,17,554.72
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i + ii + iii)	3,24,17,554.72	Nil	Nil	3,24,17,554.72
Change in Indebtedness during the financial year				
• Addition	Nil	Nil	Nil	Nil
• Reduction	(77,31,646.19)	Nil	Nil	(77,31,646.19)
Net Change	(77,31,646.19)	Nil	Nil	(77,31,646.19)
Indebtedness at the end of the financial year				
I) Principal Amount	2,46,85,908.53	Nil	Nil	2,46,85,908.53
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i + ii + iii)	2,46,85,908.53	Nil	Nil	2,46,85,908.53



VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Rajiv Arora Chairman-cum- Managing Director	Dev Raj Angaria Executive Director	Rijul Arora W.T.D	
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	15,98,000 --- ---	2,85,088 --- ---	90,000 — —	19,73,088 -- --
2.	Stock Option	---	---	—	--
3.	Sweat Equity	---	---	—	--
4.	Commission -as % of profit - others, specify	---	---	—	--
5.	Others, please specify PF & Other benefits	---	89,709	—	--
	Total (A)	15,98,000	3,74,797	90,000	19,72,797
	Ceiling as per the Act	As per Schedule V of the Companies Act, 2013			

B. Remuneration to other directors.

SN	Particulars of Remuneration	Name of Director		Total Amount
		Raghu Nath Nayyar	Reeta Challana	
1.	Independent Directors • Fee for attending board/Committee meetings • Commission • Others, Please specify	--- --- ---	--- --- ---	--- --- ---
	Total (1)			
	Other Non Executive Directors • Fee for attending board/Committee meetings • Commission • Others, Please specify	--- --- ---	--- --- ---	--- --- ---
	Total (2)	---	---	---
	Total (B)+(1)+(2)	---	---	---
	Total Managerial Remuneration	---	---	---
	Overall Ceiling as per the Act	---	---	---


C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel		TOTAL
		Neha Bedi (Company Secretary)	CFO	
1.	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (C) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	2,63,290	—	2,63,290
2.	Stock Option	---	---	---
3.	Sweat Equity	---	---	---
4.	Commission	---	---	---
	-as % of profit	---	---	---
	- others, specify	---	---	---
5.	Others, please specify	---	---	---
	Total	2,63,290	—	2,63,290

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:-

Type	Section of the Companies Act,	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal Made, if any (give)Details
A. COMPANY					
Penalty			NONE		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NONE		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NONE		
Punishment					
Compounding					

Dated: 14.08.2018
Place: Ludhiana

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-1410001



ANNEXURE-V
NOMINATION AND REMUNERATION POLICY

OF

RITESH INTERNATIONAL LIMITED

(U/s 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. PREFACE:

In pursuance of the Ritesh International Limited ("RIL") policy to consider human resources as its invaluable assets, to pay appropriate remuneration to all directors, Key Managerial Personnel and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the company and in terms of the provisions of section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this policy on nomination and Remuneration of Directors, Key Managerial Personnel and senior management has been formulated by the Committee and approved by the board of directors of the company.

2. OBJECTIVES:

- a) To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- b) To determine remuneration based on the Company's size and financial Position and trends and practices on remuneration prevailing in peer companies, in the steel industry.
- c) To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- d) To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- e) To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage

3. DEFINITIONS:

(a) Key Managerial Personnel:

- (i) Managing Director;
- (ii) Company Secretary;
- (iii) Chief Financial Officer; and
- (iv) Such other officer as may be prescribed.

(b) Senior Management:

Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors. This would also include all members of

management one level below the Executive Directors including all functional heads.

4. APPLICABILITY:

The Policy is applicable to:

- Directors (Executive and Non-Executive)
- Key Managerial Personnel
- Senior Management Personnel

5. ROLE OF COMMITTEE:

The role of the Committee, inter alia, will be the following:

- a) to formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- b) to recommend to the Board the appointment and removal of Senior Management
- c) to carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his / her performance.
- d) to recommend to the Board on policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- e) to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- f) ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks,
- g) to devise a policy on Board diversity;
- h) to develop a succession plan for the Board and to regularly review the plan

6. MEMBERSHIP:

- a) The Committee shall consist of a minimum 3 non-executive directors, out of which half shall be independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

7. CHAIRMAN:

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairman of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration



Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

8. FREQUENCY OF MEETINGS:

The meeting of the Committee shall be held at such regular intervals as may be required.

9. COMMITTEE MEMBERS' INTERESTS:

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

10. SECRETARY:

The Company Secretary of the Company shall act as Secretary of the Committee.

11. VOTING:

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote

12. NOMINATION DUTIES:

The duties of the Committee in relation to nomination matters include:

- a) Ensuring that there is an appropriate induction & training programme in place for new Directors and members of Senior Management and reviewing its effectiveness;
- b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the provisions provided under the Companies Act, 2013;
- c) Determining the appropriate size, diversity and composition of the Board; Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- d) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- e) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- f) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.

- g) Due to reasons for any disqualification mentioned in the Companies Act, 2013 read with rules made there under, recommending, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel.

- h) Delegating any of its powers to one or more of its members of the Committee;

- i) Recommend any necessary changes in this policy to the Board.

- j) Considering any other matters as may be required by the Board.

13. REMUNERATION DUTIES:

The duties of the Committee in relation to remuneration matters include:

- a) To consider and determine the remuneration based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate.
- b) To approve the remuneration of the Senior Management including key managerial personnel of the Company.
- c) To delegate any of its powers to one or more of its members of the Committee.
- d) To consider any other matters as may be required by the Board;

14. MINUTES OF COMMITTEE MEETING:

The minutes of all the proceedings of all meetings must be signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board meetings.

15. EFFECTIVE DATE & AMENDMENTS:

This policy will be effective from 14th November, 2014 and may be amended subject to the approval of Board of Directors.

**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
Ludhiana- 141001**

**ANNEXURE-VI****SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018**
FORM MR-3

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members,
Ritesh International Limited
356, Industrial Area-A,
Ludhiana- 141003

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Ritesh International Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on our verification of the Ritesh International Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018, complied with the provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Ritesh International Limited for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings- Not Applicable during the Audit period.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirement), 2015;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009-Not Applicable during the Audit Period;
 - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- Not Applicable during the Audit Period;
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- Not Applicable during the Audit Period;
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- Not Applicable during the Audit Period; and
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not Applicable during the Audit Period;
- vi) We have relied on the representation made by the Company & its Officers for the system and mechanism formed by the Company for



compliances under other applicable Acts as Environmental Laws & Labour Laws as per list attached herewith.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange .;

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions are carried through while the dissenting members views and captured as part of the minutes if any.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has not passed special resolution which is having major bearing in the Company's affair in pursuance of above referred laws, rules, regulation, guidelines, standards, etc.

Place: Ludhiana
Date: 14.08.2018

For B.K. Gupta & Associates
Company Secretaries
sd/-
(Bhupesh Gupta)
FCS No.:4590
C P No.: 5708

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

LIST OF LABOUR LAWS AND ENVIRONMENTAL LAWS WHICH HAVE BEEN VERIFIED DURING AUDIT PERIOD

Labour Laws:

1. The Factories Act, 1948 and Rules framed thereunder.
2. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and Rules framed thereunder
3. The Employees' State Insurance Act, 1948.
4. Industrial Disputes Act, 1947 and Rules framed thereunder.
5. The Minimum Wages Act, 1948 and Rules framed thereunder.
6. The Payment of Gratuity Act, 1972 and Rules framed thereunder.
7. The Payment of Wages Act, 1936 and Rules framed thereunder.
8. The Payment of Bonus Act, 1965 and Rules framed thereunder.

Environment Laws:

1. Environment (Protection) Act, 1986;
2. Air (Prevention and Control of Pollution) Act, 1981
3. Water (Prevention and Control of Pollution) Act, 1974;
4. Hazardous Waste (Management, Handling and Dransboundary Movements) Rules, 2008



Annexure:-A

To
The Members
Ritesh International Limited,
356, Industrial Area- A,
Ludhiana-141003

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Ludhiana
Date: 14.08.2018

For B.K. Gupta & Associates
Company Secretaries

sd/-
(Bhupesh Gupta)
FCS No.:4590
C P No.: 5708



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure, Developments, Opportunities and Threats

The Rubber and PVC industry is growing at a faster pace. Our product range includes Stearic acid, Fatty Acids; the ultimate users of our products are Rubber and PVC industries. Since our inception, we are providing superb quality products to our valued customers at national level. The raw materials are procure from reliable vendors and each product is tested on several parameters to ensure optimum quality Therefore the demand of our products is set to grow at much faster rate. Your company is trying its best to increase the market share of its products and to economize its production.

Further Company is now taking steps into knitwear division actively. Total operating of the company for the F.Y is 3568.61 Lakh out of which 493.05 Lakh (Previous Year Rs.387.62 Lakh) of Knitwear Division which is shown under Other Operating Income. Company is in process to increase the market for knitwear division.

OPPORTUNITIES AND THREATS

OPPORTUNITIES

Production of Rubber and PVC industry is increasing day by day because of demand of Rubber and PVC and its allied products. Since our products are mainly consumed by these industries, demand of our products is also set to increase.

Company is now focusing in the Knitwear Division too. As company has income from sale of garment is Rs.493.05 as compared to previous year income of Rs. 387.62 Lakh that is increased by 21.19% from the last year income of knitwear division. So company is now in process to increase the market share of its knitwear division in coming years

THREATS

There is lot of competition in the market in these segment and continuous increases in raw material cost are main threats. Shortage of stable and skilled man-power, increasing input cost i.e. power, finance & logistics, striking a balance between the quality and price of products etc are basics risks in the industry. Further there can be risks inherent in meeting unforeseen situation, not uncommon in the industry. Company also recognizes the risks associated with business and would take adequate measures to address the associated risks and concerns.

Segment Wise performance

As the Company's business activities fall within a single primary business segment, Hence, the reporting on Segment wise Performance of the Company as per the provisions is not applicable / required. However the Company has made sales of Rs.493.06 Lakh (Previous Year Rs.387.62 Lakh) of Knitwear Division.

Financial Performance of the Company

The company's overall operational performance has been good during the financial year 2017-18. Revenue of the Company is generated mainly from sale of Stearic Acids and Other Non-edible Oils. Company's achieved sales and other incomes of Rs. 3524.16 Lakh as compared to previous year income of Rs 2155.20 Lakh. The Company has earned profit of Rs.13.18 Lakh

during the year 2017-18.

Risk and Management Perception

The operations of your company are subject to general business risks and competition in the industry, which can affect the growth of the company. Your company continuously updates its systems and procedures to reduce uncertainties and risks and explore new market to cope with the competition.

Internal Control and their adequacy

The Company has adequate system of internal control and internal audit system and management has access of all its assets and proper procedure is adopted for disposal of any assets of the company.

The Company has appointed an Independent Auditor to ensure compliance and effectiveness of the Internal Control Systems in place.

The Audit Committee is regularly reviewing the Internal Audit Reports for the auditing carried out in all the key areas of the operations. Additionally the Audit Committee approves all the audit plans and reports for significant issues raised by the Internal and External Auditors. The Scope of the Internal audit is not limited to accounts only but also includes operations, inventories, costing records, physical verifications of immovable and movable assets etc. on regular basis. Regular reports on the business development, future plans and projections are given to the Board of Directors.

Material development in human resources and industrial relation front, including No. of people employed

Human Resources Development, in all its aspects like training in safety and social values is under constant focus of the management. Relations between the management & the employees at all levels remained healthy & cordial throughout the year. The Management and the employees are dedicated to achieve the corporate objectives and the targets set before the company. Industrial relations remained cordial and harmonious during the year under review and there was no working day loss due to any adverse activities. The company had employed 271 persons during the financial year 2017-18.

Cautionary Statement

Statement in the management discussion and analysis describing the company's objectives, estimates, projections and expectation may be forward looking statements within the meaning of applicable laws and regulations. Actual results could differ materially due to economic conditions effecting demand, supply, prices, changes in government policies, tax laws and other incidental factors

For and on Behalf 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,
Ludhiana-141001



CORPORATE GOVERNANCE REPORT

Corporate Governance is a set of systems, processes and principles which ensure that a Company is governed in the best interest of all stakeholders. It is about promoting fairness, equity, transparency, accountability and respect for laws. It provides a structure that works for the benefit of everyone concerned, by ensuring that the Company adheres to ethical standards, laws and accepted best practices.

The aim of 'Good Corporate Governance' is to manage affairs of the Company in a transparent manner in order to maximize long-term value of the Company for the benefits of its shareholders and all other stakeholders.

1. A brief statement on Company's Philosophy on code of Corporate Governance.

Corporate Governance refers to a combination of laws, regulations, procedures, implicit rules and good corporate practices which ensure that a Company meets its obligations to optimize shareholders' value and fulfill its responsibilities to the community, customers, employees, Government and other segments of society. The Principles of Corporate Governance and Code of Business Principles are the cornerstones of your Company. Your Company believes these principles distinguish a well managed Company from a not so well managed Company. These principles ensure

transparency, integrity and accountability which are vital for the long and sustained growth of your Company.

Your Company has been practicing these principles long before these were made mandatory for listed Companies. Your Company's endeavor has always been to engage persons of eminence as independent directors who can contribute to the corporate strategy, provide an external perspective and be a source of challenge and evaluation wherever appropriate. Your Company has the good fortune of having independent directors.

2. Board of Directors

a) Size and composition of the Board

The Company has a strong and broad-based Board consisting of five directors presently with adequate blend of professionals, executive, non-executive and independent Directors. The Composition of the Board of Directors comprises of eminent and distinguished personalities, three of which are executive Directors and two non-executive independent directors. The Company is having an executive chairman. As mentioned in the Regulation 15 of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, your company's paid up equity share capital was less than Rs. 10 Crores and Net worth of the company was less than Rs. 25 Crores, so clause mentioned in the regulation 15

The details of the composition of the Board, number of Directorships & Committee positions held by each of the Directors are given hereunder:

Name	Designation	Category	No. of Directorships held #	No. of Board Committee Memberships held @	No. of Board Committee Chairmanships held @	Attendance at 35th AGM Held on 16.09.2017
Sh. Rajiv Arora	Chairman-cum-Managing Director	Promoter	3	2	–	Yes
*Sh. Rijul Arora	Whole-Time Director	Promoter	1	1	–	Yes
Sh. Dev Raj Angaria	Executive Director	Professional	1	0	–	Yes
Sh. Raghunath Nayyar	Non- Executive Director	Independent	3	3	3	Yes
Smt. Reeta Challana	Non- Executive Director	Independent Woman	1	2	–	Yes
*Sh. Ritesh Arora	Non- Executive	Promoter	1	1	–	N.A.

including Ritesh International Limited

@ Board Committee for this purpose includes Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee (including Board Committees of Ritesh International Limited)

1 Sh. Rijul Arora originally appointed as Non-Executive Director in the company has been designated as Director on Whole time basis by the board of director w.e.f.01.01.2018.

2 Sh. Ritesh Arora appointed as Additional Director (Non-Executive Director) by the board w.e.f. 01.01.2018 has been resigned w.e.f. 04.05.2018 from the position of directorship.

None of the Directors is a member of more than 10 Board level Committees or a Chairman of more than 5 such Committees as required under Regulation 26 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.



(2) of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 does not applicable to your company. As Company followed the voluntary practices to follow the corporate governance throughout the year and will follow the same in future too.

b) Number of Board Meetings

During the year under review, 9 Board Meetings were held on the following dates:

Date of Board Meeting	Board Strength	Number of Directors present
01/05/2017	5	5
30/05/2017	5	5
14/08/2017	5	5
26/10/2017	5	5
14/11/2017	5	5
12/01/2018	5	5
14/02/2018	6	6
07/03/2018	6	6
30/03/2018	6	6

c) Directors' Attendance Record and directorships held

The following table gives details of the Directors' Attendance Record at the Board Meetings:

Name of the Director	Number of Board Meetings	
	Held	Attended
Sh. Rajiv Arora	9	9
Sh. Rijul Arora	9	9
Sh. Dev Raj Angaria	9	9
Sh. Raghunath Nayyar	9	9
Smt. Reeta Challana	9	9
Sh. Ritesh Arora#	3	3

Sh. Ritesh Arora appointed as an Additional Director in the meeting held on 12.01.2018 w.e.f.01.01.2018

d) Materially significant related party transactions

Related Parties and transactions with them as required under Accounting Standard 18 (AS-18) are furnished under paragraph no. 36 of the Notes to the Accounts attached with the financial statements for the year ended March 31, 2018.

The transactions with the related parties are neither materially significant nor they have any potential conflict with the interests of the Company at large. Also there has not been any non-compliance by the Company in respect of which penalties were imposed by Stock Exchange, SEBI or by any other statutory authority during the period under review.

e) Board Committees

The Board has constituted the Audit Committee, Nomination & Remuneration Committee and

Stakeholders Relationship Committee. The Board is responsible for constituting, assigning, co-opting and fixing the terms of reference for the committees. Recommendations/decisions of the committee are submitted to the Board for approval. The quorum for meetings is either two members or one third of the members of the committees, whichever is higher.

AUDIT COMMITTEE

The Audit Committee of the Company comprises of following Directors and two of them are Independent Director.

DIRECTOR	DESIGNATION	NUMBER OF MEETINGS	
		Held	Attended
Sh. Raghunath Nayyar	Chairman	4	4
Smt. Reeta Challana	Member	4	4
Sh. Rajiv Arora	Member	4	4

The terms of reference of the Audit Committee is based on the role of the Audit Committee as mentioned in Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations. Committee met 4 times during the last year on 30.05.2017, 14.08.2017, 14.11.2017 and 14.02.2018. No sitting fee was paid during the year for attending meetings of Audit Committee.

STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholder Relationship Committee consists of three directors i.e

1. Sh. Raghu Nath Nayyar - Chairman
2. Sh. Rajiv Arora - Member
3. Sh. Rijul Arora - Member

The Company has a Stakeholders' Relationship Committee to look into the redressal of stakeholders complaints on various issues. The Committee met five times during the year as on 30.05.2017, 14.08.2017, 14.11.2017, 12.01.2018 and 14.02.2018 and all members were present at the meeting. During the financial year 2016-17, investor's complaints received by the company have been duly resolved and no investor grievance was pending on March 31, 2018. Ms. Neha Bedi, is Compliance Officer of the Company, may be contacted at 161-5047085.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of three directors i.e.

1. Sh. Raghu Nath Nayyar - Chairman
2. Smt. Reeta Challana - Member
3. Sh. Rijul Arora - Member
4. Sh. Ritesh Arora - Member

*Sh. Rijul Arora non-executive of the company is designated



Director on whole time basis by the board in their meeting held on 12.01.2018, so Sh. Ritesh Arora Non-Executive Director of the company was become member of the committee in place of Sh. Rijul Arora.

The Committee is empowered to decide, review and approve the remuneration packages of Directors, KMP & other employees as per remuneration policy of the Company. The committee met once during the year on 01.01.2018 and all the members were present at the meetings but interested members did not take part in the concerned matter but made his present in the meeting. The selection and remuneration criteria of directors, senior management personnel and performance evaluation of directors/board/committee are defined in the Nomination and Remuneration Policy which forms part of the Annual Report

3. Management

The Management Discussion and Analysis Report have been included in this Annual Report and include discussion on the matters specified in the Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. Code Of Conduct

The Board has laid down a code of conduct for all Board members and Senior Management of the Company. All Board Members and Senior Management Personnel have complied with the Code of Conduct. Declaration to this effect signed by the Chairman Cum Managing Director is enclosed with this Annual Report.

5. Shareholders

a) Disclosures regarding appointment or re-appointment of Directors

According to the Articles of Association of the Company, one third of such of the Directors for the time being are liable to retire by rotation shall retire and, if eligible, offer themselves for re-election at the Annual General Meeting. Accordingly, Sh. Dev Raj Angaria, Director of the company hereby retires by rotation in the ensuing Annual General Meeting and eligible offer himself for re-appointment. Sh. Rijul Arora was earlier appointed as Non Executive Director has been designated as a Whole Time Director by the board subject to the approval of member in ensuing Annual General Meeting.

b) Communication to Shareholders

The quarterly, half yearly and annual results are generally published in Business Standard and Desh Sewak.

c) Compliance Officer

Ms. Neha Bedi is the Compliance Officer of the

Company. She can be contacted for any investor's related matter relating to the Company. Her contact nos. is 91-0161-2221666, fax no. is 91-01675-240372 and e-mail ID is rajiv_ritesh2007@rediffmail.com.

d) General Body Meetings

The last three Annual General Meetings were held as per the details given below:

Year	Venue	Time	Date	Special Resolution Passed
2016-17	356, Industrial Area 'A' Ludhiana-141003	16.09.2017	11.00 a.m.	Not Any
2015-16	356, Industrial Area 'A' Ludhiana-141003	26.09.2016	11.00 a.m.	Not Any
2014-15	356, Industrial Area 'A' Ludhiana-141003	26.09.2015	11.00 a.m.	Appointment of Sh. Rajiv Arora

e) Postal Ballot

During the year under review, the Company has not passed any resolution through postal ballot.

6. Means of Communication

Timely disclosure of consistent, comparable, relevant & reliable information on corporate financial performance is at the core of good governance. Towards this end:

a) **Quarterly/ Half Yearly/ Annual Results:** Quarterly, half yearly and annual results of the company are sent to the stock exchanges immediately after they are approved by the Board.

b) **Publication of Quarterly/Half Yearly/Annual Results:** Quarterly, half yearly and annual results of the company are published in the prescribed format within 48 hours of the conclusion of the meeting of the Board, atleast in one English national newspaper and in one vernacular newspaper of Punjab, where the registered office of the company is situated.

Quarterly financial results during the financial year 2017-18 were published as detailed below:

Quarter Ended as on	Date of Board Meeting	Date of Publication	Name of Newspapers
30.06.2017	14.08.2017	15.08.2017	
30.09.2017	14.11.2017	16.11.2017	• Business Standard (English)
31.12.2017	14.02.2018	16.02.2018	• DeshSewak (Punjabi)
31.03.2018	30.05.2018	01.06.2018	



- c) **Website:** Quarterly, half yearly and annual results of the company are t to the stock exchanges as well as displayed on the Company's website www.riteshinternationalltd.com at the time of its release to the media.

7. GENERAL SHAREHOLDERS INFORMATION

The following information would be useful to our shareholders:

a) 36th Annual General Meeting

Date & Time	25 th day of September, 2018 at 11.00 a.m.
Venue	356, Industrial Area-'A', Ludhiana -141003.
Financial Year	1 st April, 2017 to 31 st March, 2018

b) Financial Calendar 2018-19

Last financial year of the Company was of twelve months from 1st April, 2017 to 31st March, 2018. Tentative financial calendar of the Company for the year 2018-19 shall be as follows:

Board Meetings to take on record	Schedule
Financial Results for the quarter ending 30 th June, 2018	During August, 2018
Financial Results for the quarter ending 30 th September, 2018	During November, 2018
Financial Results for the quarter ending 31 st December, 2018	During February, 2019
Financial Results for the quarter ending 31 st March, 2019	During May, 2019

c) Date of Book Closure:

21st day of Sep, 2018 to 25th day of Sep, 2018 (both days inclusive)

d) The shares of the Company are listed on the following Stock Exchanges:

Name and Address of Stock Exchanges	Stock Code
The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001.	519097

There are no pending dues with Bombay Stock Exchange.

e) Registrar & Transfer Agent

Skyline Financial Services Private Limited
D-153-A, 1st Floor,
Okhla Industrial Area, Phase-I
New Delhi- 110020
Phones: 01140450193-95
Fax: 011-26812682

E-mail: info@skylinerta.com

f) Market price data

Monthly high and low prices of equity shares of Ritesh International Limited at the Stock Exchange, Mumbai (BSE) in comparison to sensex are given hereunder:-

Month	BSE				
	Share Prices		Volume	Sensex	
	High	Low		High	Low
April, 2017	6.20	5.00	40	30184.22	29241.48
May, 2017	7.00	5.20	75	31225.28	29804.12
June, 2017	5.71	4.45	17	31522.87	30680.66
July, 2017	5.00	4.50	34	32672.66	31017.11
August, 2017	5.25	4.20	39	32686.48	31128.02
September, 2017	5.25	4.41	31	32524.11	31081.83
October, 2017	4.88	4.00	15	33340.17	31440.48
November, 2017	5.13	3.85	40	33865.95	32683.59
December, 2017	4.64	4.00	22	34137.97	32565.16
January, 2018	4.87	3.80	44	36443.98	33703.37
February, 2018	7.14	4.20	29	36256.83	33482.81
March, 2018	8.86	7.49	137	34278.63	32483.84

Source: www.bseindia.com

g) Share transfers

Share transfers are done by the Company's Registrar and Share Transfer agents Skyline Financial Services Private limited, New Delhi. Share transfers are registered and returned within a period of 30 days from the date of receipt.

h) Dematerialization of Shares

68.62% of Equity Shares of the Company are in dematerialized form as on 31st March, 2018. The shares of the company are available for dematerialization with both the depositories i.e. NSDL and CDSL vide ISIN No. INE534D01014.

i) Outstanding Convertible Instruments

The Company has no outstanding convertible instruments.

**j) Shareholding Pattern:**

Shareholding pattern of Ritesh International Limited as on March 31, 2018 is given as under:

S. No.	Category	No. of Shares	%
1.	Promoter & Promoter Group	42,42,703	49.61
2.	Mutual Funds/ Financial Institutions/ Banks	9340	00.11
3.	Body Corporate	586318	06.86
4.	NRIs	142635	1.67
5.	Others	3571826	41.75
	Total	8552822	100

l) Address for Correspondence

Ritesh International Limited,
356, Industrial Area –A,
Ludhiana - 141003
Ph.: 0161-5059126

**By Order of the Board
For RITESH INTERNATIONAL LIMITED**

sd/-
Rajiv Arora
Chairman-Cum-Managing Director
DIN: 00079838 Place: Ludhiana
1108/1, Tagore Nagar, Civil Lines
Ludhiana- 141001

Place: Ludhiana
Date: 14.08.2018

k) Distribution of Shareholding as on 31.03.2018

Range	Shareholders		No. of Shares	
No. of Shares	Number	%age	Numbers	% age
Up to 500	8447	85.55	1681664	19.66
501 to 1000	943	9.55	723185	8.46
1001 to 2000	308	3.12	444277	5.19
2001 to 3000	68	0.69	169182	1.98
3001 to 4000	26	0.26	90639	1.06
4001 to 5000	12	0.12	54677	0.53
5001 to 10000	40	0.41	302611	0.64
10001 & above	30	0.30	5086587	59.47
TOTAL	9874	100	8552822	100

**STATUTORY AUDITOR'S CERTIFICATE ON COMPLIANCE OF CORPORATE GOVERNANCE****To****The Members****Ritesh International Limited**

We have examined the compliance of the conditions of the Corporate Governance by Ritesh International Limited for the year ended 31st March 2018, as stipulated in Regulation 34(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. In our opinion and to the best of our information and explanations given to us and based on the representations made by the Directors and Management, we certify that:

- a. The paid up equity share capital of the company as on March 31, 2018 is Rs. 8,55,28,220/- (Rs. Eight Crores Fifty Five Lakh Twenty Eight Thousand Two Hundred Twenty only).
- b. The net worth of the company as on March 31, 2018 is Rs.12,13,61,693/- (Rs. Twelve Crores Thirteen Lakh Sixty One Thousand Six Hundred Ninty Three only).

Accordingly, as per regulation 15(2) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, compliance of conditions of Corporate Governance is not applicable on the company. However, the company has voluntarily complied with the conditions of Corporate Governance as stipulated in the above mentioned of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

We state that no investor grievance is pending for a period of exceeding one month against the Company as per the records maintained by the Shareholders'/ Investor's Grievance Committee. The board is in process to find out suitable candidate to fill the position of independent non-executive director

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Ashok Shashi & Co.
Chartered Accountants

sd/-

(Ashok Mehta)

Prop.

M. No. 098415

(FRN: 013258N)

Place : Ludhiana

Dated : 14.08.2018

Declaration on compliance of the company's code of conduct under Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, Rajiv Arora, Chairman-cum-Managing Director of the Company hereby declare that members of Board of Directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management.

By Order of the Board
For Ritesh International Ltd.

sd/-

(Rajiv Arora)**Chairman-Cum-Managing Director****DIN No. 00079838****1108/1, Tagore Nagar,****Civil Lines, Ludhiana-141001**

Place : Ludhiana

Dated : 14.08.2018

**CERTIFICATION BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)**

(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2016)

We Rajiv Arora, Chairman-cum-Managing Director and Dev Raj Angaria, Chief Financial Officer of Ritesh International Limited, certify that:

1. We have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2018 and that to the best of my knowledge and belief:
 - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - b) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishment and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or purpose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee
 - a) Significant changes in internal controls during the year.
 - b) Significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements, and
 - c) Instances of significant fraud of which we have become aware and involvement therein, if any of the management or other employees who have a significant role in the company's internal controls systems.
5. We further declare that all board members and senior managerial personal have affirmed compliance with the code of conduct for the financial year 31st March, 2018

For **Ritesh International Limited**

sd/-
(Devraj Angaria)
Executive Director & CFO
DIN: 07477943

sd/-
(Rajiv Arora)
Chairman-Cum-Managing Director
DIN: 00079838

Place : Ludhiana
Dated : 14.08.2018



INDEPENDENT AUDITOR'S REPORT

The Members

Ritesh International Ltd, Ludhiana

Report on the Financial Statements

We have audited the accompanying financial statements of Ritesh International Ltd ("the company"), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Financial statements that give a true and fair view of the Financial position, Financial performance and cash Flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal Financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal Financial control relevant to the Company's preparation of the Financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the Financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and

give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, and its Profit and its cash flows for the year ended on that date.

Report on Other legal and Regulatory Requirements.

- 1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the order.
- 2) As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) in our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books;
 - (c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act.
 - (e) on the basis of written representations received from the directors, as on 31st March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018 from being appointed as a director in terms of section 164(2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure-A"
 - (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company has disclosed the impact of pending litigation on its financial position in its financial statements.
 - ii. The company did not have any long-term contracts.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

For Ashok Shashi & Co.,
(FRNo. 013258N)
Chartered Accountants
sd/-
(Ashok K Mehta)
Prop
M. No.080969

Place:Ludhiana
Dated 30.05.2018



ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT
Annexure referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date.

- | | |
|---|---|
| <p>i. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. On 13.02.2005 there was a fire in the office premises, in which some of the records of the company maintained up to 31.03.2004 have been destroyed including the fixed assets register.</p> <p>(b) The fixed assets were physically verified during the year by the Management in accordance with a phased programme of verification, which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals having regard to the size of the Company, nature and value of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such verification.</p> <p>(c) Based on our audit procedures performed for the purpose of reporting of the true and fair view of the financial statements and according to the information and explanations given by the management, the title deeds of immovable properties are held in the name of the company.</p> <p>ii. The inventories were physically verified by the management at reasonable intervals and no material discrepancies were noticed on physical verification.</p> <p>iii. The company has granted loans to one body corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act')</p> <p>(a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the bodies corporate listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company</p> <p>(b) In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the principal and interest as stipulated.</p> <p>(c) There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under section 189 of the Act.</p> <p>iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.</p> <p>v. The Company has not accepted any deposits from the public.</p> | <p>vi. We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the manufacture of products and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.</p> <p>vii. (a) The company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax, Wealth tax, Service tax, Sales Tax, Value Added Tax and any other statutory dues applicable to it with the appropriate authorities.</p> <p>(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, service tax and other material statutory dues were in arrears as at 31 March 2018 for a period of more than six months from the date they became payable.</p> <p>viii. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to any bank. Further, the Company does not have any debentures and loan from financial institution or government.</p> <p>ix. The Company has not raised any money way of initial public offer / further public offer / debt instruments and term loans and hence, reporting under clause (ix) of CARO 2016 Order is not applicable.</p> <p>x. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud on or by the officers and employees of the Company has been noticed or reported during the year.</p> <p>xi. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the managerial remuneration has been paid/provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.</p> <p>xii. The Company is not a nidhi company and hence reporting under clause (xii) of CARO 2016 Order is not applicable.</p> |
|---|---|



- xiii. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence reporting under clause (xiv) of CARO 2016 Order are not applicable.
- xv. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and

explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him.

- xvi. According to the information and explanations given to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For Ashok Shashi & Co.,
(FRNo. 013258N)
Chartered Accountants
sd/-
(Ashok K Mehta)
Prop
M. No.080969

Place: Ludhiana
Dated 30.05.2018

**ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN
DATE ON THE FINANCIAL STATEMENTS OF RITESH INTERNATIONAL LIMITED****Report on the Internal Financial Controls over Financial Reporting under Clause (i)
of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Ritesh International Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing as specified under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

or Ashok Shashi & Co.,
(FRNo. 013258N)
Chartered Accountants

Place : Ludhiana
Dated : 30.05.2018

sd/-
(Ashok K Mehta)

Prop
M. No.080969


BALANCE SHEET AS AT 31ST MARCH, 2018

(Amount in Rupees)

PARTICULARS	NOTES	For the year ended 31.03.2018	For the year ended 31.03.2017
I. ASSETS			
1 Non-current assets			
(a) Property, Plant and Equipment	1	65,994,610.60	62,355,352.53
(b) Capital work-in-progress	1	-	185,092.00
(c) Investment Property			
(h) Non-Current Financial Assets			
(i) Investments	2	-	72,390.00
(ii) Loans	3	12,698,422.35	16,461,688.20
(i) Deferred tax assets (net)			
(j) Other non-current assets	4	2,740,988.38	2,786,665.38
TOTAL OF NON-CURRENT ASSETS		81,434,021.33	81,861,188.11
2 Current assets			
(a) Inventories	5	54,918,282.71	49,156,942.00
(b) financial Assets			
(i) Investments	6	3,660,016.10	7,931,224.99
(ii) Trade receivables	7	25,615,810.47	17,412,799.70
(iii) Cash and cash equivalents	8	3,972,368.91	2,061,040.96
(iv) Bank balances other than (iii) above		-	-
(v) Loans	9	2,450,379.06	7,568,393.68
(c) Current Tax Assets (Net)	10	860,348.42	1,343,962.42
(d) Other current assets	11	57,546.00	35,920.00
TOTAL OF CURRENT ASSETS		91,534,751.67	85,510,283.75
Total Assets (1 + 2)		172,968,773.00	167,371,471.86
EQUITY AND LIABILITIES			
3 Equity			
(a) Equity Share capital	12	85,528,220.00	85,528,220.00
(b) Other Equity	13	35,833,473.31	34,514,775.54
TOTAL EQUITY		121,361,693.31	120,042,995.54
4 LIABILITIES			
(A) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	-	2,739,245.00
(ii) Trade payables			
(b) Provisions	15	1,665,905.00	1,206,842.00
(c) Deferred tax liabilities (Net)			
(d) Other non-current liabilities			
(B) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	24,685,908.53	29,678,309.72
(ii) Trade payables	17	17,880,076.16	8,986,243.63
(iii) Other financial liabilities			
(other than those specified in item ©)	18	1,874,551.00	1,222,108.97
(b) Other current liabilities	19	5,500,639.00	3,495,727.00
(c) Provisions			
(d) Current Tax Liabilities (Net)			
TOTAL LIABILITIES		51,607,079.69	47,328,476.32
Total Equity and Liabilities (3+4)		172,968,773.00	167,371,471.86
Significant Accounting Policies and Notes to Accounts	1 to 38		

 For Ashok Shashi & Co.
(FR No.013258N)
Chartered Accountants

For and on behalf of the Board

sd/-
(Ashok K Mehta)
Prop.
M.No.080969
Place: Ludhiana
Date : 30.05.2018

sd/-
(Rajiv Arora)
DIN: 00079838
Chairman-cum-
Managing Director

sd/-
(Rijul Arora)
DIN: 07477956
Director

sd/-
(Dev Raj Angaria)
DIN: 07477943
Executive Director
& CFO

sd/-
(Neha Bedi)
ACS 30546
Company Secretary


PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

(Amount in Rupees)

PARTICULARS	NOTES	For the year ended 31.03.2018	For the year ended 31.03.2017
I Revenue From Operations	20	351,422,950.70	212,271,999.95
II Other Income	21	993,335.00	3,248,835.67
III Total Income (I+II)		352,416,285.70	215,520,835.62
IV EXPENSES			
Cost of materials consumed	22	227,628,301.79	134,790,249.42
Purchases of Stock-in-Trade			
"Changes in inventories of finished goods, Stock-in-Trade and work-in-progress"	23	5,055,437.00	(2,759,199.05)
Employee benefits expense	24	27,705,565.55	19,561,161.00
Finance costs	25	3,595,820.04	4,506,908.69
Depreciation and amortization expense	1	3,211,148.38	3,016,483.89
Other expenses	26	84,226,246.41	53,978,101.37
Total expenses (IV)		351,422,519.17	213,093,705.32
V Profit/(loss) before exceptional, extraordinary items and tax (I- IV)		993,766.53	2,427,130.30
VI Exceptional and Extraordinary Items	27	324,931.24	756,644.73
VII "Profit/(loss) before tax (V-VI)"		1,318,697.77	3,183,775.03
VIII Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
IX Net Profit (Loss) for the period from Continuing Operations (VII-VIII)		1,318,697.77	3,183,775.03
X Profit/(loss) from discontinued operations before tax		-	-
XI Tax expense of discontinued operations		-	-
XII Net Profit/(loss) from discontinued operations after tax (X-XI)		-	-
XIII Profit/(loss) for the period (IX+XII)		1,318,697.77	3,183,775.03
XIV Other Comprehensive Income :-			
A (i) Items that will not be reclassified to profit or loss		-	-
A(ii) Income tax relating to items that will not to be recalssified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
B (ii) Income tax relating to items that will be recalssified to profit or loss		-	-
XV Total Comprehensive Income for the period (XIII+XIV)		1,318,697.77	3,183,775.03
(Comprising Profit (Loss) and Other Comprehensive Income for the period)			
XVI Paid Up Equity Share Capital (Face Value Rs. 10 Each)		85,528,220.00	85,528,220.00
XVII Earnings per equity share (for continuing operation):	28		
(1) Basic		0.15	0.37
(2) Diluted		0.15	0.37
XVIII Earnings per equity share (for discontinued operation):			
(1) Basic		-	-
(2) Diluted		-	-
XIX Earnings per equity share (for discontinued & continuing operations)			
(1) Basic		0.15	0.37
(2) Diluted		0.15	0.37
Significant Accounting Policies and Notes to Accounts	1 to 38		

The accompanying notes are an integral part of the financial statements As per our report of even date

For and on behalf of the Board

For **Ashok Shashi & Co.**

(FR No.013258N)

Chartered Accountants

sd/-
(Ashok K Mehta)
Prop.
M.No.080969

Place: Ludhiana
Date : 30.05.2018

sd/-
(Rajiv Arora)
DIN: 00079838
**Chairman-cum-
Managing Director**
sd/-
(Rijul Arora)
DIN: 07477956
Director
sd/-
(Dev Raj Angaria)
DIN: 07477943
**Executive Director
& CFO**
sd/-
(Neha Bedi)
ACS 30546
Company Secretary


CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

(Amount in Rupees)

PARTICULARS	For the year ended 31.03.2018	For the year ended 31.03.2017
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(Loss) before tax & Extra Ordinary items	1,318,697.77	3,183,775.03
Adjustments for		
- Depreciation	3,211,148.38	3,016,483.89
- Interest paid on borrowing	3,399,022.00	4,247,707.83
- Profit/Loss on sale of Assets	(27,077.88)	(30,648.59)
- Dividend/interest received	971,004.00	8,407,199.18
Operating profit before working capital charges	(7,554,096.50)	8,872,794.27
Adjustments for		
- Inventory	(5,761,340.71)	(4,242,414.12)
- Receivable	(8,203,010.77)	750,765.83
- Payable	7,017,848.37	(201,360.97)
- Loans & Advances (Short Term)	5,626,679.62	(951,755.36)
Cash Generated from operations	7,552,970.78	10,639,218.85
Interest paid	(3,399,022.00)	(4,247,707.83)
	4,153,948.78	6,391,511.02
Taxes Paid	-	-
Net Cash from operating activities (A)	4,153,948.78	6,391,511.02
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(6,946,236.57)	(8,703,493.89)
Sale of Fixed Assets	308,000.00	228,000.00
Purchase/Sale of Investment	4,343,598.89	(483,148.45)
Loans & Advances (Long Term)	3,762,265.85	7,698,396.81
Interest/Dividend Received	(9,71,004.00)	(1,173,656.05)
Net cash used in investing activities (B)	496,624.17	(2,433,901.58)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Borrowing (Net)	(2,739,245.00)	(3,974,965.00)
Net cash from financing activities (c)	(2,739,245.00)	(3,974,965.00)
Net increase/(decrease) in cash and cash equivalents (A+B+C)		
Cash equivalents (A+B+C)	1,911,327.95	(17,355.56)
Cash and Cash equivalents(Opening Balance)	2,061,040.96	2,078,396.52
Cash and Cash equivalents(Closing Balance)	3,972,368.91	2,061,040.96

As per our report of even date

For and on behalf of the Board

For **Ashok Shashi & Co.**
(FR No.013258N)
Chartered Accountants

sd/-
(Ashok K Mehta)
Prop.
M.No.080969
Place: Ludhiana
Date : 30.05.2018

sd/-
(Rajiv Arora)
DIN: 00079838
Chairman-cum-
Managing Director

sd/-
(Rijul Arora)
DIN: 07477956
Director

sd/-
(Dev Raj Angaria)
DIN: 07477943
Executive Director
& CFO

sd/-
(Neha Bedi)
ACS 30546
Company Secretary

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018****1. COMPANY OVERVIEW**

Ritesh International Ltd (the company) is a public limited company incorporated in India under the provision of Companies Act, 1956. Its share is listed on Bombay Stock Exchange, Mumbai. The company is engaged in the manufacturing and selling of Stearic Acid, Fatty Acids, Glycine and Readymade Garments.

2. SIGNIFICANT ACCOUNTING POLICIES:**a) Basis of Accounting**

The financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles and in accordance with Accounting Standards applicable in India and the provisions of the Companies Act, 1956 as adopted consistently by the Company.

b) Fixed Assets

All fixed assets are stated at cost less accumulated depreciation. Cost of acquisition is inclusive of freight, duties, taxes and other incidental expenses.

c) Inventories

The inventories have been determined on the basis of FIFO method and basis of determining cost for various categories of inventories are Raw Material at cost price, Finished Goods at market price, Work-in-process at estimated cost and Stores & Spares at cost or realizable value whichever is lower.

d) Revenue Recognition

The sales are recognized on mercantile basis.

Job work was recognized at the time of raising the invoice in favour of Customer.

Income/Loss against Commodity dealing/Future trading of Shares is recognized at the closing point of the contract.

Profit/loss on dealing in shares at the time of delivery of shares or square up of the deal.

Vat tax liabilities are accounted for on the basis of Vat tax returns filed by the Company with the department. Additional liability, if any, arises at the time of assessment, will be accounted for in the year of finalization of the assessment.

Dividends from investments in shares are recognized at the time of receipt.

e) Depreciation

Depreciation on fixed assets is provided using the straight-line-method with reference to the estimated economic lives of the fixed assets as prescribed by the Schedule II to the Companies Act, 2013.

f) Retirement Benefits

Gratuity liability has been accounted for on an accrual basis.

Contribution to Provident Fund, Family Pension Scheme, ESI and Leave with Wages are accounted for on an accrual basis and charged to Profit & Loss Account accordingly.

g) Investments

Investments that are readily realizable are classified as current investments. All other investments are classified as long-term investments.

Long-term investments and Current Investments are carried at cost plus incidental expenses, if any.

Any reductions in the carrying amount and any reversals of such reductions are charged or credited to the Statement of Profit and Loss

Profit or loss on sale of investments is determined on the basis of actual carrying amount of investment disposed of.

h) Accounting of Taxes on Income

No Provision for current/deferred tax has been made keeping in view the losses during the year and according to the provisions of Income tax Act, 1961.

Consequent to the issuance of Accounting Standard 22(AS-22) "Accounting for Taxes on Income" by the Institute of Chartered Accountants of India which is mandatory in nature, the company has reviewed Deferred Taxes which result from the timing difference between the Book Profits and Tax Profits.

In consideration of prudence as set out in paragraph 15 to 18 of AS-22, considering the accumulated losses, sufficient future taxable income cannot be estimated with virtual or reasonable certainty. The company therefore has not recognized Net Deferred Tax Assets in the Financial Statement for the current. Further in accordance with paragraph 19 of AS-22 the Net Deferred Tax Asset, if any, shall be reassessed at the end of each Balance Sheet date hereafter and accordingly due recognition shall be given in the Financial Statements.

i) Provisions, Contingent Liabilities and Contingent Assets:

(i) Provisions involving a substantial degree of estimation in measurement are recognized when there is a present obligation as a result of a past event and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the Financial Assets.

(ii) Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date in accordance with the Accounting Standard AS-29 on "Provisions, Contingent Liabilities and Contingent Assets" notified under the Companies (Accounting Standards) Rules, 2006.

Borrowing Costs:

Borrowing costs, attributable to the acquisition /construction of qualifying assets are capitalized. Other borrowing costs are charged to the statement of Profit and loss Account.


NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 (Amount in Rupees)

NOTE	PARTICULARS	31.03.2018	31.03.2017
2	Investments- Non Current		
	UN QUOTED (At Cost)		
	Nil(P.Y 7239) Equity Shares of Rs.10/- of K. C. & Co. Oil Ind Ltd	-	72,390.00
	Total	-	72,390.00
3	Loans- Non Current (Unsecured, considered Good)		
	Other Loans & Advances	12,698,422.35	16,461,688.20
	Total	12,698,422.35	16,461,688.20
4	Others- Non Current(Unsecured, considered Good)		
	Security Depsoits	2,740,988.38	2,739,988.38
	Advance Excise Duty	-	46,677.00
	Total	2,740,988.38	2,786,665.38
5.	Inventories		
	(As taken, valued & certify by the management)		
	Raw Mateial	24,920,257.50	11,538,400.00
	Work in Progress	886,240.00	2,280,997.00
	Finished Goods	22,883,554.00	26,544,234.00
	Stores & Spares	6,228,231.21	8,793,311.00
	Total	54,918,282.71	49,156,942.00
6	Investments-Current		
	Trade Investments (Quoted)		
	Nil (P.Y 535) Equity Shares of Pifzer Ltd	-	1,140,831.80
	Nil(P.Y 100) Equity Shares of Rs.10/- each of Indian Overseas Bank	-	2,400.00
	930737(P.Y 930737) Equity Shares of Kingfisher Airlines Ltd	3,660,016.10	3,660,016.10
	Nil(P.Y 54349) Equity Shares of Mcdowell Holdings Ltd	-	2,018,484.76
	Nil(P.Y 44400) Equity Shares of United Breweries(Holdings) Ltd	-	1,099,803.53
	Nil (P Y 360) Equity Shares of Dhan Laxmi Bank Ltd	-	9,688.80
	Total	3,660,016.10	7,931,224.99
	Market Value of Quoted Investments	1,265,802.32	5,815,852.52
7	Trade Receivables(Unsecured, Considered Good)		
	Outstanding for a period exceeding 6 months	1,161,497.00	555,906.00
	Others	24,454,313.47	16,856,893.70
	Total	25,615,810.47	17,412,799.70
8	Cash & Cash Equivalent		
	Cash Balance in Hand	411,488.02	164,074.77
	Balance with Bank in Current Account	2,360,880.89	1,896,966.19
	Cheque Depsoited but passed lateron	1,200,000.00	-
	Total	3,972,368.91	2,061,040.96
9	Short-Term Loans and Advances		
	(Unsecured, Considered Good)		
	Advances to suppliers	550,621.64	5,951,698.22



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 (Amount in Rupees)

NOTE	PARTICULARS	31.03.2018	31.03.2017
	Other Loans & Advances	1,899,757.42	1,616,695.46
	Total	2,450,379.06	7,568,393.68
10	Current Tax Assest(Net)		
	Taxes paid in advance	860,348.42	1,343,962.42
	Total	860,348.42	1,343,962.42
11	Other Current Assets		
	Advances to Staff	57,546.00	35,920.00
	Total	57,546.00	35,920.00 .
12	SHARE CAPITAL ACCOUNT		
	Authorized		
	10000000 Equity Shares of Rs.10/- each	10,00,00,000.00	10,00,00,000.00
	Issued		
	8830000 Equity Shares of Rs.10/- each	8,83,00,000.00	8,83,00,000.00
	Subscribed & Paid up		
	8552822 Equity Shares of Rs.10/- each	85,528,220.00	85,528,220.00
	TOTAL	85,528,220.00	85,528,220.00

Notes:

- i) The company has one class of Equity Shares having a par value of Rs.10/- each. Each holder is eligible for one vote per share held.
- ii) Detail of shares held by each shareholder holding more than 5% Shares

Sr. No.	Name of the Shareholder	No. of Shares	% holding	No. of Shares	% holding
1.	Sh. Rajiv Arora	27,18,436	30.79	27,18,436	30.79
2.	Anita Arora	4,76,241	5.57	9,49,861	10.76
3.	Rijul Arora	7,91,992	9.26	-	-

1. PROPERTY, PLANT AND EQUIPMENT AND CAPITAL WORK IN PROGRESS

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1.04.2017	Additions	Sale/ Deductions	As at 31.03.2018	Upto 1.04.2017	For the Year	Adjustment/ Deductions	Upto 31.03.2018	As At 31.03.2018	As At 31.03.2017
Land Freehold	61,23,000.00	-	-	61,23,000.00	-	-	-	-	61,23,000.00	61,23,000.00
Building	2,27,23,545.65	-	-	2,27,23,545.65	14,695,628.98	4,66,521.68	-	151,162,150.66	7,561,394.99	8,027,916.67
Plant & Machinery	65,025,245.41	6,896,942.58	-	71,922,187.99	1,84,26,264.63	2,471,984.58	-	20,898,249.21	51,023,938.78	46,598,980.77
Furniture & Fixture	14,69,543.73	234,386.00	-	17,03,929.73	10,27,461.56	100,510.17	-	1,127,971.73	5,75,958.00	442,082.17
Vehicles	4,228,968.30	-	7,16,038.00	3,512,930.30	3,065,595.37	172,131.95	435,115.88	2,802,611.44	710,318.86	1,163,372.92
TOTAL	99,570,303.09	7,131,328.58	7,16,038.00	105,985,593.67	37,214,950.54	3,211,148.38	435,115.88	39,990,983.04	65,994,610.60	62,355,352.53
										-


NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 (Amount in Rupees)

NOTE	PARTICULARS	31.03.2018	31.03.2017
13	Other Equity		
	a) Capital Reserve		
	Opening Balance	41,882,509.07	41,882,509.07
	Additions during the year	-	-
	Closing Balance	41,882,509.07	41,882,509.07
	b) Securities Premium Reserve		
	Opening Balance	46,208,220.00	46,208,220.00
	Additions during the year	-	-
	Closing Balance	46,208,220.00	46,208,220.00
	c) General Reserve		
	Opening Balance	9,024,950.04	9,024,950.04
	Additions during the year	-	-
	Closing Balance	9,024,950.04	9,024,950.04
	d) Revaluation Reserve		
	Opening Balance	10,000,000.00	10,000,000.00
	Additions during the year	-	-
	Closing Balance	10,000,000.00	10,000,000.00
	h) Profit & Loss Account		
	Opening Balance	(72,600,903.58)	(75,784,678.61)
	Additions during the year	1,318,697.77	3,183,775.03
	Closing Balance	(71,282,205.81)	(72,600,903.58)
	TOTAL	35,833,473.31	34,514,775.54
14.	LONG TERM BORROWINGS		
	Secured#		
	a) From Banks	-	2,739,245.00
	TOTAL	-	2,739,245.00
	#Secured against the Hypothecation of Plant & Machinery		
15.	NON CURRENT -PROVISIONS		
	(a) Provision for employee benefits	1,665,905.00	1,206,842.00
	TOTAL	1,665,905.00	1,206,842.00
16.	CURRENT- BORROWINGS		
	(a) From Banks- Secured	24,685,908.53	29,678,309.72
	Working Capital Facilities	24,685,908.53	29,678,309.72
	TOTAL	24,685,908.53	29,678,309.72

The Working Capital facility secured by hypothecation of entire present and future movable assets of the company such a stocks of raw material, work in process, finished goods, stores & book debts etc. Overdraft facility also guaranteed by promoter directors of the company.


NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 (Amount in Rupees)

NOTE	PARTICULARS	31.03.2018	31.03.2017
17.	TRADE PAYABLES	17,880,076.16	8,986,243.63
	TRADE PAYABLE	<u>17,880,076.16</u>	<u>8,986,243.63</u>
	Trade Payable due to MSME Development, Act 2006-NIL (Previous Year-NIL)		
18.	Other Financial Liabilities		
	Advances from Customers	268,797.00	72,875.97
	Cheque Issued but presented later on	<u>1,605,754.00</u>	<u>1,149,233.00</u>
	Total	<u>1,874,551.00</u>	<u>1,222,108.97</u>
19.	Other Current Liabilities		
	Statutory Dues	2,219,841.00	864,772.00
	Other Liabilities	<u>3,280,798.00</u>	<u>2,630,955.00</u>
	Total	<u>5,500,639.00</u>	<u>3,495,727.00</u>
20	Revenue from Operations		
	i) Sale of Products	307,555,561.83	195,395,955.00
	Stearic Acids & Other non edible Oils		
	ii) Other Operating Income	49,305,977.87	38,762,349.95
	Sale of Garments etc		
		356,861,539.70	234,158,304.95
	Less: Excise Duty	5,438,589.00	21,886,305.00
	Total	<u>351,422,950.70</u>	<u>212,271,999.95</u>
21.	Other Income		
	Interest Income	971,004.00	1,141,680.00
	Dividend Income	-	31,976.05
	Profit on Sale of Shares	-	1,340,711.42
	Balances Written Back	-	49,266.20
	Misc Income	22,331.00	685,202.00
	Total	<u>993,335.00</u>	<u>3,248,835.67</u>


NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 (Amount in Rupees)

NOTE	PARTICULARS	31.03.2018	31.03.2017
22	Cost of Material Consumed		
	Opening Stock		
	- Raw Material	11,538,400.00	8,390,784.29
	Add: Purchases		
	i) Non Edible Oils	222,870,794.9	124,394,928.96
	ii) Others	18,139,364.31	13,542,936.17
		252,548,559.29	146,328,649.42
	Closing Stock		
	- Raw Material	24,920,257.50	11,538,400.0
	Net Consumption	227,628,301.79	134,790,249.42
23	Change in Inventories		
	a) Opening Stock of		
	- Finished Goods	26,544,234.00	21,053,736.95
	- Work in Progress	2,280,997.00	5,012,295.00
		28,825,231.00	26,066,031.95
	b) Closing Stock of		
	- Finished Goods	22,883,554.00	26,544,234.00
	- Work in Progress	886,240.00	2,280,997.00
		23,769,794.00	28,825,231.00
	(Increase)/Decrease in Inventories	5,055,437.00	(2,759,199.05)
24.	Employee Benefits Expense		
	Salaries & Wages#	23,877,887.00	16,702,139.00
	Contribution to Provident & Other Funds##	1,281,560.00	1,051,678.00
	Other Benefits to Staff & Workers@	2,253,606.00	1,737,851.00
	Staff Welfare Expenses	292,512.55	69,493.00
	Total	27,705,565.55	19,561,161.00
	# Includes Directors Remuneration Rs. 19,73,088/- Previous Year Rs. 18,12,596/-		
	## Include Directors Contribution Rs. 21600/- Previous Year Rs. 21600/-		
	@ Includes benefits to Director Rs. 54172/- Previous Year Rs. 68109/-		
25.	Finance Charges		
	Interest #	3,399,022.00	4,247,707.83
	Bank & Other Charges	196,798.04	259,200.86
	Total	3,595,820.04	4,506,908.69
	# Includes Interest on Term Loan Rs. 1,39,097/- Previous Year Rs. 6,18,306/-		


NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018 (Amount in Rupees)

PARTICULARS	31.03.2018	31.03.2017
26. Other Expenses		
Chemicals	8,485,588.01	5,269,399.00
Power & Fuel	39,917,368.00	21,625,561.41
Repair and Maintenance#	3,085,171.67	1,193,415.00
Other Expenses	919,074.25	2,544,053.35
Advertisement	502,176.18	522,095.97
Brokerage & Commission	19,377,287.04	13,561,699.77
Freight Expenses	3,657,524.08	2,161,983.39
Packing Expenses	2,098,031.80	1,998,577.71
Selling Expenses	241,279.00	377,444.68
Electric Expenses	182,230.00	270,130.00
Fees & Taxes	490,867.00	647,817.75
Insurance Expenses	228,756.85	252,099.07
Legal & Professional Charges	856,782.00	1,019,475.00
Vehicle Expenses	483,485.09	207,209.00
Postage & Telephone Expenses	257,993.50	401,274.77
Rent	1,014,000.00	891,000.00
Travelling and Conveyance Expenses@	384,896.00	127,512.00
Charity & Donation	73,650.00	12,000.00
Previous Year Expenses	49,568.00	221,091.38
Other Expenses	1,920,517.94	674,262.12
TOTAL	84,226,246.41	53,978,101.37
# Repair and maintenance		
Machinery Repair	2,462,998.95	993,131.00
Electric Repair	292,156.99	123,186.00
General Repair	67,555.07	45,712.00
Building Repair	262,460.66	31,386.00
@ Includes Directors Travelling Rs. 3,38,753.00		
Previous Year Rs. 1,27,512.00		
27. Exceptional and Extraordinary Items		
Exchange Flucutation	866,306.15	-
Profit/(Loss) against commodity/future trading	(568,452.79)	725,996.14
Profit/(Loss) on Sale of Fixed Assets	27,077.88	30,648.59
TOTAL	324,931.24	756,644.73
28. Earning Per Share		
a) Net profit after tax	1,318,697.77	3,183,775.03
b) Total weighted Average Number of Shares for Basic and Diluted Earning	8,552,822.00	8,552,822.00
c) Basic and Diluted Earning per Share	0.15	0.37
30. Debit and credit balances are subject to confirmation and reconciliation, if any.		


NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

31. The payment made to the Chariman- cum Managing Director (CMD) & Executive Director and Whole time Director is as under:

Particulars	2017-18	2016-17
	Rs.	Rs.
Salary to		
-CMD	Rs. 15,98,000/-	Rs15,32,000/-
-Executive Director	Rs.2,85088/-	NIL
-Whole time Director(WTD)	Rs. 90,000/-	2,80,596
Contribution to PF(WTD)	Rs. 21,600/-	21,600
Other Benefits (WTD)	Rs. 68,109/-	54,172
Perks	Nil	Nil

32. As the Company's business activities fall within a single primary business segment, the disclosure requirements of Accounting Standards (AS)-17 on "Segment Reporting", issued by The Institute of Chartered Accountants of India are not applicable. However the Company has made sales of Rs.493.06 Lakh (Previous Year Rs.387.62 Lakh) of Knitwear Division which is shown under Other Operating Income.

33. In the opinion of the Board, all the Current Assets, Loans & Advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated except as expressly stated otherwise.

34. Legal & Professional Charges include payment to Auditor's as under :

Particulars	2017-18	2016-17
	Rs.	Rs.
Audit Fee	120000.00	2,40,000.00
Tax Audit Fee	40,000.00	40,000.00
Auditors Expenses	Nil	29,664.00

35. The Company is taking the inventories as on 31.03.2018 & 31.03.2017 of its knitwear division on the basis of physical stock taking, as the knitwear division of the company is not maintaining the proper stock registers.

36. Related Parties Disclosure

A) Related parties where control exists or with whom transactions have taken place during the year.

ASSOCIATED/ALLIED COMPANIES

- Kishan Chand & Co. Oil Industries Limited.
- Kamal Oil & Allied Industries (P) Limited

OTHERS

- Anita Arora Wife of Managing Director

KEY MANAGERIAL PERSONNEL (KMP) REPRESENTED ON THE BOARD

- Sh. Rajiv Arora Chairman- Cum- Mg. Director
- Sh. Ritesh Arora Additional Director*
- Sh. Rijul Arora Whole Time Director
- Sh. Dev Raj Executive Director & CFO

*Appointed as Additional Director w.e.f 01.01.2018 & resigned from Directorship w.e.f 04.05.2018


NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018
B) Particulars of Related Party Transactions

The following is a summary of significant related party transaction:

Sr. No.	Name of Company/ Firm/Individual	Nature of Transaction	2017-18 (Rs.)	DR/ CR	2016-17 (Rs.)	DR/ CR
1.	Sh. Rajiv Arora, KMP	Loan Received	7094709.00	CR	21948100.00	CR
		Loan Repaid	7094709.00	DR	21948100.00	DR
		Director's Salary	15,98,000.00	DR	15,32,000.00	DR
		Rent Paid	6,72,000.00	CR	6,99,000.00	CR
		Payment Against O/S	Nil	DR	1468472.50	DR
		Sale of Shares	2966187.00	CR	Nil	CR
		Cheque Received Against Sale of Shares	2966187.00			
		Cheque Against	13625.00	DR	86011.00	
		Expenses/TDS				
2.	Sh. Ritesh Arora, KMP	Purchase of Car	950000.00	DR	Nil	DR
		Cheque Paid Against Car	950000.00			
		Sale of Car	950000.00			
		Cheque Received Against Car	950000.00			
3.	Sh. Rijul Arora, KMP	Director's Salary	900000.00	DR	Nil	
		Cheque Against TDS	83150.00			
4.	Sh. Dev Raj Angaria, KMP	Director's Salary	285088.00	DR	280596.00	
		Contribution to PF	21600.00	DR	21600.00	
		Other Benefits	68109.00	DR	54172.00	
5.	Smt. Anita Arora Others	Rent Paid	1,92,000.00	DR	1,92,000.00	DR
6.	Kamal Oil & Allied Industries Ltd	Loan Given	Nil	DR	Nil	DR
7.	Kishan Chand & Co. Oil Industries Ltd.	Cheque Received	Nil	CR	56932.14	

C) Amount Due From/To Related Parties

Particulars	As at 31.03.2018 (Rs.in Lakh)	As at 31.03.2017 (Rs.in Lakh)
i) Due from Related Parties (Included in Loan & Advance & Sundry Debtors)		
- Associate/Allied Concern	2.87	3.44
ii) Due to Related parties (Included in Current Liabilities & Unsecured Loans)		
- Associate/Allied Concern	Nil	Nil
- Sh. Rajiv Arora, KMP	Nil	14.68

37. Expenditure in Foreign Currency on Traveling – 2,60,146/- (Previous Year- Nil)

38. Leases (AS-19) :

(Amount in Rupees)

Sr. No.	Particulars	31.03.2018	31.03.2017
a.	The total of future minimum lease payment under non-cancelable operating leases for each of the following periods :		
	1. not later than one year;	Rs. 16,000/-	Rs. 16,000/-
	2. later than one year and not later than five year;	Nil	Nil
	3. later than five years;	Nil	Nil
b.	Leases payments recognized in the statement of profit and loss for the period, with separate amounts for minimum leases payments.	Rs. 10,14,000/-	Rs. 8,91,000/-
c.	A general description of the lessee's significant leasing arrangements	Nil	Nil

39. Corresponding figures of the previous year have been regrouped/rearranged, wherever deemed necessary.

Signature to Notes 1 to 39

For **Ashok Shashi & Co.**
(FR No.013258N)
Chartered Accountants

sd/-
(Ashok K Mehta)
Prop
M.No.080969

For and on behalf of the Board

sd/-
(Rajiv Arora)
Chairman -cum-
Managing Director
DIN: 00079838

sd/-
(Rijul Arora)
Director
DIN: 07477956

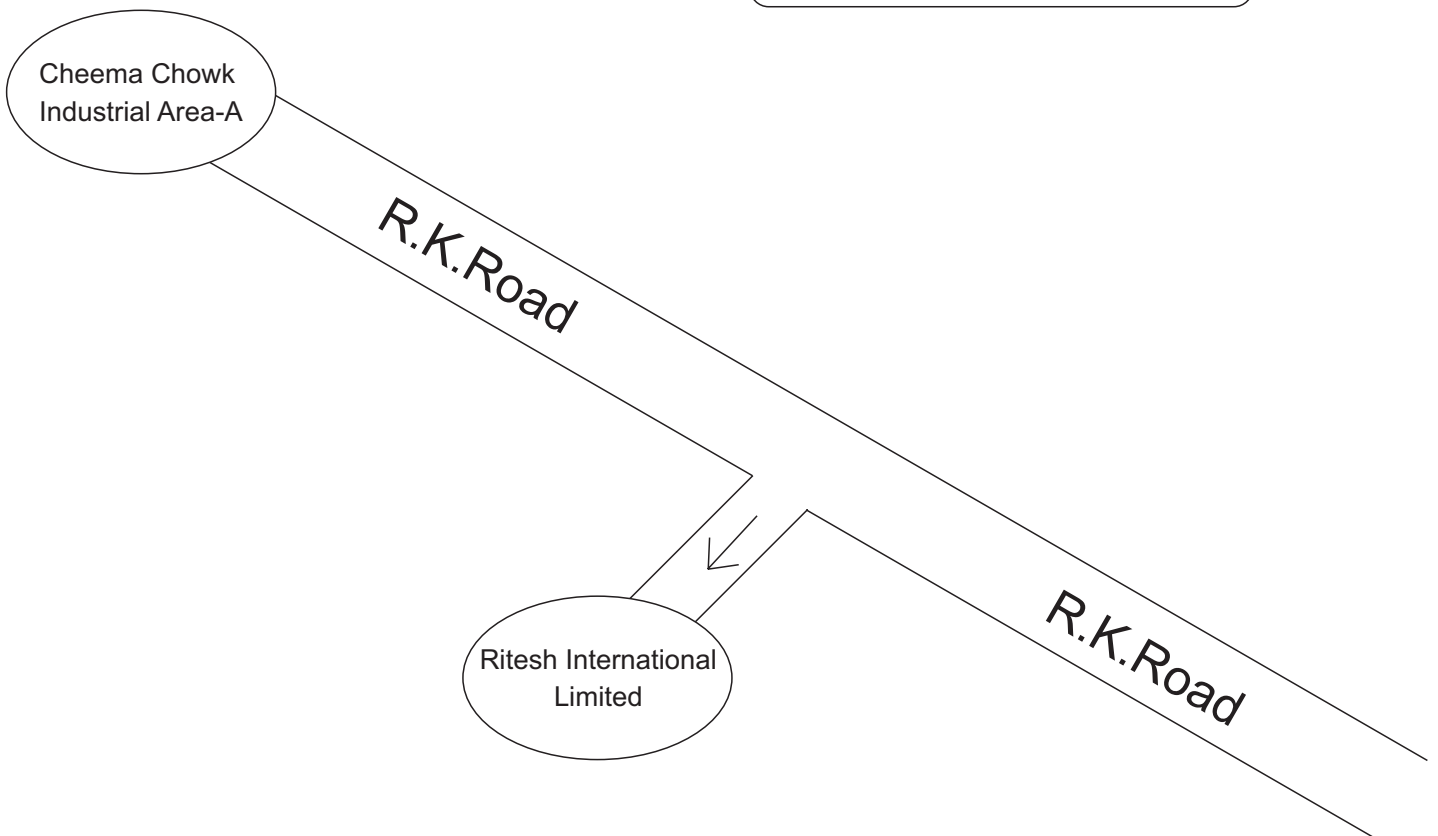
Place: Ludhiana
Date : 30.05.2018

sd/-
(Dev Raj Angaria)
DIN: 07477943
Executive Director
& CFO

sd/-
(Neha Bedi)
Company Secretary
ACS 30546



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 36th Annual General Meeting of the Company held on Tuesday, 25th 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 36th Annual General Meeting of the Company held on Tuesday, 25th 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.



This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

[illegible]

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