



RITESH INTERNATIONAL LTD.

CIN L15142PB1981PLC004736

The Deputy General Manager,
Corporate Relationship Department,
Bombay Stock Exchange Limited,
P J Towers, Dalal Street,
Mumbai-400001.

Dated: 30.05.2015

Sub: Code of Fair Disclosure and Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015

Respected Sir,

Pursuant to the Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, it is to inform that the Company has formulated the "Code of practices and procedures for fair disclosure of unpublished price sensitive information" and the same has been approved and adopted by the Board of Directors of the Company in their meeting held on 30th May, 2015. The same has also been published on official website of the Company. The Code is enclosed herewith for your records.

It is further confirmed that Pursuant to Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has also formulated "Code of Conduct for regulating, monitoring and reporting trading by insiders" of the Company and same is also approved and adopted by the Board of Directors of the Company in their meeting held on 30th May, 2015.

We request you to inform your members accordingly.

Yours faithfully,
For Ritesh International Limited

For **RITESH INTERNATIONAL LTD.**


Managing Director

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



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Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

(Formulated as per Schedule A and sub-regulation (1) of regulation 8)

SEBI vide notification no. LAD-NRO/GN/2014-15/21/85 dated 15th January, 2015 has introduced new regulations to put in place a frame work for prohibition of insider trading in securities and to strengthen the legal framework. These regulations will be called SEBI (Prohibition of Insider Trading) Regulations, 2015.

Sub- regulation (1) of regulation 8 provides that a code of practices and procedures for fair disclosures of unpublished of price sensitive information be formulated by every listed company in order to adhere to each of the principles set out in schedule A.

Accordingly, the company shall adhere to following principles to ensure timely and adequate disclosure of UPSI:-

1. The Company shall make prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available
2. The Company shall ensure uniform and universal dissemination of UPSI to avoid selective disclosure
3. Mr. Devraj Angaria is designated as chief investor relations officer to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.
4. The Company shall make prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities
6. The Company will ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. The company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosure made.

For RITESH INTERNATIONAL LTD.


Managing Director



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8. The Company shall handle all Unpublished Price Sensitive Information on a need-to-know basis.

This code shall come into force with effect from 15th May, 2015 and shall be published on the official website of the Company

The code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the stock exchange where the securities of the Company are listed.

For RITESH INTERNATIONAL LTD.


Managing Director

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