



CONSOLIDATED SCRUTINIZER REPORT

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and amended Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014.

To,

The Chairman
Ritesh International Limited

33rd Annual General Meeting of the Equity Shareholders of **Ritesh International Limited** held on 26.09.2015 at 11:00 a.m. at the Registered Office of the Company at 356, Industrial Area-A, Ludhiana-141003.

Dear Sir,

1. I, **Bhupesh Gupta**, Partner, **B.K. Gupta & Associates**, Practicing Company Secretaries at 49/65, Harpal Nagar, Near Gulmor Hotel, Ferozepur Road, Ludhiana, was appointed as Scrutinizer by the Board of Directors of Ritesh International Limited for the purpose of scrutinizing e-voting process (remote e-voting) and voting by the use of ballot at the meeting pursuant to Section 108 & 109 of the Companies Act, 2013 read with Amended Rule 20 & 21 of the Companies (Management And Administration) Rules, 2014 in respect of the below mentioned resolutions proposed at the 33rd Annual General Meeting of the Equity Shareholders of the Company held on 26.09.2015 at 11:00 a.m. at the Registered Office of the Company at 356, Industrial Area-A, Ludhiana-141003, submit our report as under.
2. The Public Advertisement with respect to dispatch of the notices and conducting of voting through electronic means was published in an English Newspaper "**Business Standard**" of wide circulation on **05th September, 2015** and a Vernacular Newspaper "**Desh Sewak**" on **05th September, 2015**.
3. The remote e-voting period commenced on **23rd September, 2015** at **09:00 a.m.** and ended on **25th September, 2015** at **05:00 p.m.**, the CDSL Portal was blocked for voting thereafter.

For RITESH INTERNATIONAL LTD.


Managing Director



4. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by ballots by the Shareholders on the resolutions proposed in the Notice of the 33rd Annual General Meeting of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of the ballot at the meeting are conducted in a fair and transparent manner and render Consolidated Scrutinizer Report of the total votes cast in the favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL) and the report prepared on the basis of votes casted through ballot process.
5. I, hereby submit Consolidated Scrutinizer's Report pursuant to Rule 20(4)(xii) on all the resolutions contained in the Notice of the aforesaid Annual General Meeting.
6. The results of the voting is as under:

A. Resolution-1: Ordinary Resolution

Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the Financial Year ended March 31, 2015.

i. Voting through Electronic Means

a) Voted in favour of the resolution:

| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 9 | 32,62,743 | 99.997 |

b) Voted against the resolution:

| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 1 | 100 | 0.003 |

For RISHI INTERNATIONAL LTD.
20
MANGALAM



c) Abstain votes:

| Total Number of members who abstained from voting | Total number of shares held by them |
|---|-------------------------------------|
| 0 | 0 |

ii. Voting through Ballot

a) Voted in favour of the resolution:

| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 33 | 9,82,042 | 100.00 |

b) Voted against the resolution:

| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 0 | 0 | 0.00 |

c) Abstain votes:

| Total Number of members who abstained from voting | Total number of shares held by them |
|---|-------------------------------------|
| 0 | 0 |

iii. Consolidated E-Voting And Ballot

a) Voted in favour of the resolution:

| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 42 | 42,44,785 | 99.997 |

b) Voted against the resolution:

| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 1 | 100 | 0.003 |

For RITESH INTERNATIONAL LTD
Managing Director



c) Abstain votes:

| Total Number of members who abstained from voting | Total number of shares held by them |
|---|-------------------------------------|
| 0 | 0 |

Breakup of voting through e-voting and ballot

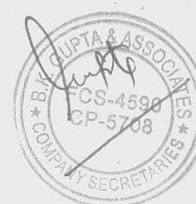
| Promoter /Public | No. of Shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes-in favour | No. of Votes-against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 42,20,849 | 42,20,849 | 100.00 | 42,20,849 | 0 | 100.00 | 0.00 |
| Public-Institutional Holders | 5,700 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public- Others | 43,26,273 | 24,036 | 0.556 | 23,936 | 100 | 99.584 | 0.416 |
| Total | 85,52,822 | 42,44,885 | 49.631 | 42,44,785 | 100 | 99.998 | 0.002 |

RESULT FOR RESOLUTION NO.1

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 33rd AGM was more than the votes cast against it, I report that the Ordinary Resolution as set out in the Notice of 33rd AGM has been passed by the Shareholders as an Ordinary Resolution .

For RITES INTERNATIONAL LTD

 Managing Director



B. Resolution-2: Ordinary Resolution

Appointment of Director in Place of Sh. Rajiv Arora, Who retires by rotation and being eligible, seeks re-appointment.

i. Voting through Electronic Means

a) Voted in favour of the resolution:

| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 8 | 32,62,543 | 99.991 |

b) Voted against the resolution:

| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 2 | 300 | 0.009 |

c) Abstain votes:

| Total Number of members who abstained from voting | Total number of shares held by them |
|---|-------------------------------------|
| 0 | 0 |

ii. Voting through Ballot

a) Voted in favour of the resolution:

| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 33 | 9,82,042 | 100.00 |

b) Voted against the resolution:

| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 0 | 0 | 0.00 |

For RITESH INTERNATIONAL LTD.


Managing Director



c) Abstain votes:

| Total Number of members who abstained from voting | Total number of shares held by them |
|---|-------------------------------------|
| 0 | 0 |

iii. Consolidated E-Voting And Ballot

a) Voted in favour of the resolution:

| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 41 | 42,44,585 | 99.993 |

b) Voted against the resolution:

| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 2 | 300 | 0.007 |

c) Abstain votes:

| Total Number of members who abstained from voting | Total number of shares held by them |
|---|-------------------------------------|
| 0 | 0 |

Breakup of voting through e-voting and ballot

| Promoter /Public | No. of Shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes-in favour | No. of Votes-against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|-----------------------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 42,20,849 | 42,20,849 | 100.00 | 42,20,849 | 0 | 100.00 | 0.00 |

For RITESH INTERNAL ONLY

Managing Director



| | | | | | | | |
|------------------------------|-----------|-----------|--------|-----------|-----|--------|-------|
| Public-Institutional Holders | 5,700 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public- Others | 43,26,273 | 24,036 | 0.556 | 23,736 | 300 | 98.752 | 1.248 |
| Total | 85,52,822 | 42,44,885 | 49.631 | 42,44,585 | 300 | 99.993 | 0.007 |

RESULT FOR RESOLUTION NO.2

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 33rd AGM was more than the votes cast against it, I report that the Ordinary Resolution as set out in the Notice of 33rd AGM has been passed by the Shareholders as an Ordinary Resolution .

C. Resolution-3: Ordinary Resolution

Ratification of Appointment of Statutory Auditor of the Company for the Financial Year 2015-16 and to fix their remuneration

i. Voting through Electronic Means

a) Voted in favour of the resolution:

| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 8 | 32,62,543 | 99.991 |

b) Voted against the resolution:

| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 2 | 300 | 0.009 |

c) Abstain votes:

| Total Number of members who abstained from voting | Total number of shares held by them |
|---|-------------------------------------|
| 0 | 0 |

For RITESH INTERNATIONAL LTD

Managing Director



ii. Voting through Ballot

a) Voted in favour of the resolution:

| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 33 | 9,82,042 | 100.00 |

b) Voted against the resolution:

| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 0 | 0 | 0.00 |

c) Abstain votes:

| Total Number of members who abstained from voting | Total number of shares held by them |
|---|-------------------------------------|
| 0 | 0 |

iii. Consolidated E-Voting And Ballot

a) Voted in favour of the resolution:

| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 41 | 42,44,585 | 99.993 |

b) Voted against the resolution:

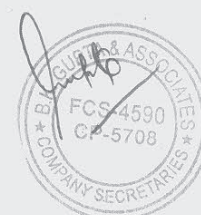
| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 2 | 300 | 0.007 |

c) Abstain votes:

| Total Number of members who abstained from voting | Total number of shares held by them |
|---|-------------------------------------|
| 0 | 0 |

For RITESH INTERNATIONAL LTD

Managing Director



Breakup of voting through e-voting and ballot

| Promoter /Public | No. of Shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes-in favour | No. of Votes-against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|------------------------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 42,20,849 | 42,20,849 | 100.00 | 42,20,849 | 0 | 100.00 | 0.00 |
| Public-Institutional Holders | 5,700 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public- Others | 43,26,273 | 24,036 | 0.556 | 23,736 | 300 | 98.752 | 1.248 |
| Total | 85,52,822 | 42,44,885 | 49.631 | 42,44,585 | 300 | 99.993 | 0.007 |

RESULT FOR RESOLUTION NO.3

As the number of votes cast in respect of Ordinary Resolution mentioned in the Notice of 33rd AGM was more than the votes cast against it, I report that the Ordinary Resolution as set out in the Notice of 33rd AGM has been passed by the Shareholders as an Ordinary Resolution .

D. Resolution-4: Special Resolution

Re-Appointment of Sh. Rajiv Arora as the Chairman-cum-Managing Director of the Company.

i. Voting through Electronic Means

a) Voted in favour of the resolution:

| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 8 | 32,62,543 | 99.991 |

R. RITESH INTERNATIONAL LTD
Managing Director



b) Voted against the resolution:

| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 2 | 300 | 0.009 |

c) Abstain votes:

| Total Number of members who abstained from voting | Total number of shares held by them |
|---|-------------------------------------|
| 0 | 0 |

ii. Voting through Ballot

a) Voted in favour of the resolution:

| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 33 | 9,82,042 | 100.00 |

b) Voted against the resolution:

| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 0 | 0 | 0.00 |

c) Abstain votes:

| Total Number of members who abstained from voting | Total number of shares held by them |
|---|-------------------------------------|
| 0 | 0 |

iii. Consolidated E-Voting And Ballot

a) Voted in favour of the resolution:

| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 41 | 42,44,585 | 99.993 |

For RITECH INTERNATIONAL LTD
Managing Director



b) Voted against the resolution:

| Number of Members voted | Number of votes cast by them | % of the total number of valid votes cast |
|-------------------------|------------------------------|---|
| 2 | 300 | 0.007 |

c) Abstain votes:

| Total Number of members who abstained from voting | Total number of shares held by them |
|---|-------------------------------------|
| 0 | 0 |

Breakup of voting through e-voting and ballot

| Promoter /Public | No. of Shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes-in favour (4) | No. of Votes-against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|------------------------------|---------------------------|----------------------------|--|-------------------------------|-----------------------------|---|---|
| Promoter and Promoter Group | 42,20,849 | 42,20,849 | 100.00 | 42,20,849 | 0 | 100.00 | 0.00 |
| Public-Institutional Holders | 5,700 | 0 | 0.00 | 0 | 0 | 0.00 | 0.00 |
| Public- Others | 43,26,273 | 24,036 | 0.556 | 23,736 | 300 | 98.752 | 1.248 |
| Total | 85,52,822 | 42,44,885 | 49.631 | 42,44,585 | 300 | 99.993 | 0.007 |

RESULT FOR RESOLUTION NO.4

As the number of votes cast in respect of Special Resolution mentioned in the Notice of 33rd AGM was more than the three fourth of votes cast against it, I report that the Special Resolution as set out in the Notice of 33rd AGM has been passed by the Shareholders as an Special Resolution .

Mr RITESH INTERNATIONAL LTD

Managing Director



7. All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 33rd Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking You,

Yours Faithfully
For B.K. Gupta & Associates



(Bhupesh Gupta)

Partner

FCS-4590, CP No. 5708

Scrutinizer

Place: Ludhiana

Dated: 26.09.2015

We the undersigned witness that the votes were unblocked from the e-voting website of Central Depository Services (India) Limited (www.evotingindia.com) and also votes polled through ballot were opened and processed in our presence at 11:50 a.m. on 26th September, 2015.

(Sahil Khurana)

#2109 Street No. 3

Shivpuri, Ludhiana

(Sangyan Chopra)

28C, Lane No.10

Guru Amardass Avenue, Ajanala Road

Amristar

For RITESH INTERNATIONAL LTD.

Managing Director