

RITESH INTERNATIONAL LIMITED

*Regd. Office: 356, Industrial Area 'A', Ludhiana-141003
Ph: 0161-5047085, E-mail: riteshinternational@gmail.com
Website: <http://www.riteshinternational ltd.com>*

CIN: - L15142PB1981PLC004736

NOTICE

NOTICE is hereby given that the 38th Annual General Meeting of the Members of Ritesh International Limited will be held on Monday, 28th September, 2020 at 03:00 P.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, 2020 including Audited Balance Sheet as at March 31st, 2020, 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 consider the appointment of Mr. Rijul Arora (DIN: 07477956), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINES

3. **To consider and, if thought fit, to pass the following resolution, with or without modification(s) as an SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), as recommended and approved by Audit Committee and Nomination and Remuneration Committee, Mr. Rajiv Arora (DIN: 00079838), whose term of office is expiring, be and is hereby appointed as Chairman-cum-Managing Director of the Company for a period of five years from 01.08.2020 to 31.07.2025 upon terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment).

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. Rajiv Arora, Chairman-Cum-Managing Director, the remuneration approved in this meeting 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. Rajiv Arora, Chairman-Cum-Managing 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 authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make necessary filings of any statutory forms or other documents and to do all such acts and things as may be necessary in this regard."

4. To consider and, if thought fit, to pass the following resolution, with or without modification(s) as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, as recommended and approved by Nomination and Remuneration Committee, Mrs. Reeta Challana (DIN 07303169), whose term of office is expiring on 30.09.2020 and in the express opinion of the Board, is eligible to be appointed/re-appointed as an independent director of the company, fulfills the conditions specified in the Companies Act, 2013 and all applicable rules thereof, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 01.10.2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution and also to make necessary filings of any statutory forms or other documents and to do all such acts and things as may be necessary in this regard."

5. To consider and, if thought fit, to pass the following resolution, with or without modification(s) as SPECIAL RESOLUTION:

“RESOLVED THAT in compliance of the provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the request made by Mr. Bharti Bhushan Jindal vide their application for Re-classification dated 19th June, 2020 for the change of category from "Promoter and Promoter Group" to "Public" category, be and is hereby approved by the shareholders in the general meeting of the members of the company.

RESOLVED FURTHER THAT in compliance of the provisions of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the request made by Bharti Bhushan Jindal vide their application for Re-classification dated 19th June, 2020 for the change of category from "Promoter and Promoter Group" to "Public" category, the consent of the members by way of a Special Resolution be and is hereby given to Bharti Bhushan Jindal, for the change of category from "Promoter and Promoter Group" category to "Public" category.

RESOLVED FURTHER THAT Sh. Rajiv Arora, Chairman cum Managing Director and Sh. Rijul Arora, Director are hereby severally authorized to make application along with the payment of its requisite fee to Bombay Stock Exchange Ltd (where the shares of RITESH INTERNATIONAL LIMITED are listed) for Re-classification of shares held by Bharti Bhushan Jindal, from 'Promoter and Promoter Group' category to 'Public' category.

RESOLVED FURTHER THAT Sh. Rajiv Arora, Chairman cum Managing Director and Sh. Rijul Arora, Director be and are hereby severally authorized to sign applications, deeds, documents, papers etc. and take necessary actions in the matter from time to time."

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: 14.08.2020

NOTES:

- i) A member entitled to attend and vote at the Annual General Meeting (the “meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.
- ii) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- iii) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
- iv) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Skyline Financial services Limited.
- v) The Register of Members and the Share Transfer Book of the company will remain closed from 22nd September, 2020 to 28th September, 2020 (both days inclusive).
- vi) In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website <http://www.riteshinternationaltd.com>, website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com. 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) COVID note and Precautions while holding AGM

All the members who wishes to attend the AGM are requested to wear mask throughout the continuance of the meeting. Temperature of all the attendees shall be checked at the entrance of the venue of the meeting and anyone found having fever shall not be allowed to attend. Any shareholder having symptom of infection of COVID19 are requested not to attend the meeting.

- viii) 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.
- ix) Mr. Rajeev Bhambri, 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.
- x) 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.
- xi) **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 38th Annual General Meeting (AGM) by electronic means.
- xii) **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 22.09.2020 (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 25.09.2020 at 9:00 AM and ends on 27.09.2020 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 through e-voting 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	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both dematerialized shareholders as well as physical shareholders)</p> <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, e.g. 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	<p>Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (e).

- 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 <**200814002**>.
- 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 same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 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@cdslidia.com.

After receiving the login details, they have to create compliance user should be created 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.

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: 14.08.2020

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

Mr. Rajiv Arora was appointed as Managing Director of the Company by the Shareholders at its meeting held September 26, 2015 w.e.f. 01.08.2015. His term of office is expiring on 31.07.2020. His reappointment for another five years has been recommended by the Board to be effective from 01.08.2020 if approved by the shareholders at the following terms and conditions:

a) Salary: Rs. 1,51,500 per month with annual increment of Rs.5500 per annum.

b) Perquisites:

Medical Reimbursement: Expenses incurred for self and family, subject to ceiling of one month's salary in a year or three month's salary over the period of three years.

Leave Travel Concession: For self and family, once in a year incurred in accordance with the rules of the Company.

Club Fees: Fees for the club subject to a maximum of two clubs. This will not include admission and life membership fees.

Personal Accident Insurance: Premium not to exceed 10,000/- per annum. Contribution to Provident Fund, Superannuation fund or Annual fund will not be included in computation of the ceiling of perquisites to the extent these singly or put together are not taxable under the Income Tax Act.

The gratuity payable shall not exceed half month's salary for each completed year of service. Provision for use of car on Company's business and telephone at residence will not be considered as perquisites. Personal phone bills and use of car for private purpose shall be billed by the company to Sh. Rajiv Arora, PLUS other allowances as may be applicable to other employees of the Company with liberty of 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 to by Sh. Rajiv Arora, Chairman-Cum-Managing Director.

In terms of the provisions of Schedule V of the Companies act, 2013, the approval of the above said remuneration shall be valid for three years.

In accordance with the provisions of Section 196, 197 of the Companies Act, 2013, Special Resolution is required for appointment of Managing Director for another term of five years.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Rajiv Arora and Mr. Rijul Arora is concerned or interested, financially or

otherwise, in the resolution. The Board recommends the resolution set forth in Item no. 3 for the approval of the members.

ITEM NO: 4

Mrs. Reeta Challana was appointed as an Independent Director of the company in the annual general meeting held on September 26, 2016 w.e.f. 01.10.2015 for a period/term of five years. Her term of office is expiring and in the express opinion of the Board, is eligible to be appointed/re-appointed as an independent director of the company, fulfills the conditions specified in the companies act 2013 and any applicable rules thereof. In accordance with the provisions of Section 149(10) of the Companies Act, 2013, Special Resolution is required for appointment of an Independent Director for the second term of five years.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mrs. Reeta Challana is concerned or interested, financially or otherwise, in the resolution. The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

ITEM NO: 5

Bharti Bhushan Jindal is currently listed under the category "Promoter and Promoter group". Now, in compliance of the provisions of Regulation 31A of SEBI (LODR) Regulations, 2015 and the request made by Bharti Bhushan Jindal vide their application for Re-classification dated 19th June, 2020 for the change of category from "Promoter and Promoter Group" to "Public" category. In accordance with the provisions of provisions of Regulation 31A of SEBI (LODR) Regulations, 2015 Special Resolution is required by the shareholders in the general meeting of the members of the company for the change of category from "Promoter and Promoter Group" to "Public" category.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution. The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

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: 14.08.2020

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	Mrs. Reeta Challana	Mr. Rajiv Arora
DIN	07303169	00079838
DATE OF BIRTH	16/06/1959	26/04/1949
DATE OF APPOINTMENT	01/10/2015	22/05/1982
EXPERTISE IN SPECIFIC FUNCTIONAL AREA	More than 7 Year experience in the business management	He has an experience of 40 years of experience in the business and Industry.
NO. OF SHARES IN THE COMPANY	NIL	3288451
QUALIFICATION	X/SSLC/Junior/Equivalent	Graduate
DIRECTORSHIPS HELD IN OTHER COMPANIES	NIL	1. Kishan Chand and Co Oil Industries Ltd. 2. Kamal Oil and Allied Industries Ltd
POSITION HELD IN MANDATORY COMMITTEES OF OTHER COMPANIES	NIL	NIL
RELATIONSHIP WITH OTHER DIRECTORS	None	Yes, Father of Mr. Rijul Arora (Executive Director and CFO)