



RITESH INTERNATIONAL LIMITED

CIN- L15142PB1981PLC004736

GST No. 03AAACR8498N1ZQ

23.08.2025

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai-400001

Ref: RITESHIN - 519097 - INE534D01014

Sub: Revised Notice of Annual General Meeting

Dear Sir,

Due to clerical error, the company is hereby submitting the approved revised Notice for the Annual General Meeting 2025 to be held on Friday, the 19th September 2025 at 11.00 A.M. at the Registered Office of the Company at Momnabad Road, Village Akbarpura, (Ahmedgarh) District Sangrur, Punjab -148021.

Please take it in your records.
Thanking You,

Sincerely Yours
For RITESH INTERNATIONAL LIMITED

Rijul Arora
(Wholetime Director)
(DIN: 07477956)

CORP. OFF.: C-24, East of Kailash, New Delhi-110065

Regd. Office & Works : Momnabad Road, Akbarpura, Ahmedgarh, Distt. Sangrur-148021 (Punjab) M. 98153-86252

E Mail: rajiv_ritesh2007@rediffmail.com



RITESH INTERNATIONAL LIMITED

*Registered Office: Momnabad Road, Village Akbarpura,
Ahmedgarh, Sangrur, Punjab 148021*

*Ph: 0161-5047085, E-mail: cs_riteshinternational@yahoo.com
rajiv_ritesh2007@rediffmail.com, Website: <http://www.riteshinternational ltd.com>*

CIN: - L15142PB1981PLC004736

NOTICE

NOTICE is hereby given that the 43rd Annual General Meeting of the Members of **RITESH INTERNATIONAL LIMITED** will be held on Friday, 19th September, 2025 at 11:00 A.M. at Registered office of the Company at Momnabad Road, Village Akbarpura, Ahmedgarh, Sangrur, Punjab 148021 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, 2025 including Audited Balance Sheet as at March 31st, 2025, 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 (Ordinary Resolution).
2. To consider and approve, with or without modification, the appointment of Mr. Rijul Arora (DIN: 07477956), who retires by rotation and being eligible, offers himself for reappointment (Ordinary Resolution).

SPECIAL BUSINESS

3. To consider and ratify, with or without modification, the remuneration payable to the Cost Auditor (Verma Khushwinder & Co.) for the FY 2025-26. (Ordinary Resolution).

"RESOLVED THAT pursuant to the provisions of Section 148 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), consent of the members be and is hereby accorded, to appoint M/s Verma Khushwinder & Co. (M-12913) and firm registration number (FRN 000469) to conduct Cost audit of the Cost Records and issue a Cost Audit Report for the financial year 2025-26 at a remuneration of Rs. 45,000/- plus applicable taxes.

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 approve, with or without modification, the Related Party Transactions (Special Resolution).

"RESOLVED THAT pursuant to the provisions of Section 188 and any other applicable provisions of the Companies Act, 2013 and of the Rules made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force), the approval of the members of the Company be and is hereby given to the Board of Directors of the Company to enter into contracts and/or agreements with Related Parties (as per details mentioned in the Statement annexed to the notice) for availing and/or



rendering of any services for the financial year 2025-2026, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and further authorised to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising- out of or incidental to the proposed transactions and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

5. Appointment of Secretarial Auditor

To consider and approve, with or without modification, the appointment of secretarial auditor of the Company. (Special Resolution).

"RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s Bhambri & Associates, Practicing Company Secretaries (FCS No.: 13356; CP No.: 22626), be and is hereby appointed as the Secretarial Auditor of the Company, for a term of five consecutive years from financial year 2025-26 to financial year 2029-30, on an annual fee of Rs. 1,00,000 plus applicable taxes and reimbursement of out of pocket expenses on actual basis, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to settle any question, difficult, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution and for matters concerned or incidental thereto."

6. To re-appoint Mrs. Kajal Rai (DIN: 07366983), as Non-Executive & Independent Director of the Company. (Special Resolution)

"RESOLVED THAT Mrs. Kajal Rai, being eligible to be re-appointed as an Independent Director of the company, fulfills the conditions specified in the Companies Act, 2013 and all applicable rules thereof and pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, consent of the members be and is hereby accorded to re-appoint **Mrs. Kajal Rai (DIN: 07366983)** as an Independent Director of the Company for a second term of five years with effect from **01.10.2025**

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."

7. To re-appoint Ms. Komal Bhalla (DIN: 09106916), as Non-Executive & Independent Director of the Company. (Special Resolution)



“RESOLVED THAT Ms. Komal Bhalla, being eligible to be re-appointed as an Independent Director of the company, fulfills the conditions specified in the Companies Act, 2013 and all applicable rules thereof and pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, consent of the members be and is hereby accorded to re-appoint **Ms. Komal Bhalla (DIN: 09106916)** as an Independent Director of the Company for a second term of five years with effect from **30.04.2026**

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."

By Order of the Board
For RITESH INTERNATIONAL LIMITED

Sd/-

Place: Ahmedgarh
Date: 23.08.2025

(RITESH ARORA)
Chairman-cum-Managing Director
DIN: 00080156

**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 13th September, 2025 to 19th September, 2025 (both days inclusive).**
- vi) In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Member whose email are not registered shall receive the copy of the Notice along with the hard copy of statement containing the salient features of all the documents. Members may note that the Notice and Annual Report 2024-25 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) 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.
- viii) Mr. Ansh Bhambri, Company Secretary in practice 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.
- ix) 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.



- x) **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 Annual General Meeting (AGM) by electronic means.

- xi) **Special Window for Re-lodgement of Transfer Requests of Physical Shares**
Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, a special window of six months has been introduced to facilitate investors in re-lodging transfer requests for physical shares.

This special window shall remain open from July 07, 2025 to January 06, 2026 and is available only for transfer deeds for physical shares that were originally lodged prior to April 01, 2019, and were rejected / returned / not attended to due to deficiency in the documents / process / or otherwise.

Link of the circular is: https://www.sebi.gov.in/legal/circulars/jul-2025/ease-of-doing-investment-special-window-for-re-lodgement-of-transfer-requests-of-physical-shares_94973.html

During this period:

- Shareholders may re-lodge such transfer deeds for physical shares.
- All re-lodged shares will be transferred only in dematerialised (demat) mode.
- The due transfer-cum-demat process will be followed as per SEBI guidelines.

- xii) **The instructions for shareholders voting electronically are as under:**

- a. The voting period **begins on 16.09.2025 at 09.00 am and ends on 18.09.2025 at 05.00 pm.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 13.09.2025** may cast their vote electronically. 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. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- d. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat



mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open.



	You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

e. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.



6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- f. After entering these details appropriately, click on “SUBMIT” tab.
- g. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- h. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i. Click on the **EVSN <250823016>** for the relevant <RITESH INTERNATIONAL LIMITED> on which you choose to vote.
- j. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the 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.
- k. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- l. 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.
- m. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- n. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- o. If a 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.



p. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs_riteshinternational@yahoo.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

q. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES:

1. **For Physical shareholders** - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company / RTA email id** (info@skylinerta.com) and (parveen@skylinerta.com) .

2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP).

3. **For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022- 23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

By Order of the Board
For RITESH INTERNATIONAL LIMITED

Sd/-

(RITESH ARORA)

Chairman-cum-Managing Director

DIN: 00080156

Place: Ahmedgarh

Date: 23.08.2025

**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, which were considered to be necessary to be approved from the members as special business.

ITEM NO. 3:

The provisions of Cost Audit being applicable to the Company in 2025-26. The Company has appointed Verma Khushwinder & Co. (M-12913) (FRN 000469) for the Financial Year 2025-26 (One Year), as recommended, approved and appointed by the Audit Committee and the Board in their meeting held on 23.08.2025. The following terms and conditions, as approved by the Audit Committee and the Board and subject to ratification by the shareholders, are:

- a) Remuneration: Rs. 45,000/- p.a.

None of the Directors / Key Managerial Personnel of the Company / their relatives, is in any way concerned or interested, in the said resolution. The Board recommends the said resolution of ratification to be passed as an Ordinary Resolution.

ITEM NO. 4:

Pursuant to Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Second Amendment Rules, 2014 requires the prior approval of the members for specified transactions with Related Parties beyond threshold limits.

Your Company from time to time renders and avails various services which may include sale and purchase from / to such Related Parties.

Since, the transaction value for such services may exceed the prescribed threshold limits as prescribed under Sec 188 of the Act and the Rules made there under, therefore, as a matter of abundant precaution, the proposal is being put before the members of the Company for their approval, despite being on arm's length basis and in ordinary course.

The disclosures required to be provided under the provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Second Amendment Rules, 2014 are given herein below for perusal of the members.

Sr No.	Name of related party and its relation	Nature of Transaction	Transaction value proposed
1.	Related Party: OCTAVE APPARELS Relationship: Yuvraj Arora [Brother-in-Law of the Chairman Cum Managing Director (Mr. Ritesh Arora) and Wholetime Director cum CFO (Mr. Rijul Arora)]	Purchase of garments / fabric / other similar items	10 Crores
2.	Related Party: OCTAVE APPARELS Relationship: Yuvraj Arora [Brother-in-Law of the Chairman Cum Managing Director (Mr. Ritesh Arora) and Wholetime Director cum CFO (Mr. Rijul Arora)]	Sale of garments / fabric / other similar items	10 Crores
3.	Related Party:	Purchase of	10 Crores



	METTLE APPARELS Relationship: Yuvraj Arora [Brother-in-Law of the Chairman Cum Managing Director (Mr. Ritesh Arora) and Wholetime Director cum CFO (Mr. Rijul Arora)]	garments / fabric / other similar items	
4.	Related Party: METTLE APPARELS Relationship: Yuvraj Arora [Brother-in-Law of the Chairman Cum Managing Director (Mr. Ritesh Arora) and Wholetime Director cum CFO (Mr. Rijul Arora)]	Sale of garments / fabric / other similar items	10 Crores

The Board considers that the existing arrangements with above related parties are in the ordinary course of business and at arm's length basis, the provisions of Section 188 are not applicable.

None of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution, except as mentioned above.

The Board recommends the Special Resolution as set out in Item No. 4 of this Notice for approval of the Members.

ITEM NO. 5 – APPOINTMENT OF SECRETARIAL AUDITOR

In accordance with the provisions of Regulation 24A of the SEBI Listing Regulations from financial year 2025-26 onwards, the appointment of Secretarial Auditor is required to be approved by the members in the AGM and a term of Secretarial Auditor shall be five years.

In compliance with the aforesaid provisions, on the recommendation of the Audit Committee, the Board of Directors recommends the appointment of M/s Bhambri & Associates, Practicing Company Secretaries (FCS No.: 13356; CP No.: 22626) as the Secretarial Auditors for a term of five (5) years i.e. from financial year 2025-26 to financial year 2029-30.

Pursuant to Regulation 36 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosures required for appointment / re-appointment of Secretarial Auditor as a part of the explanatory statement to the notice are given below:

Sr. No.	Particulars	Disclosure
1.	Name of Firm of Secretarial Auditors	M/s. Bhambri & Associates (CP: 22626)
2.	Name of Auditors	Ansh Bhambri
3.	Financial year for which appointment is proposed	2025-26 to 2029-30, 5 Financial Years
4.	Proposed Fees payable	The secretarial audit fees 2025-26 will be Rs.1,00,000/- (Rupees One lakh Only) plus applicable taxes and out-of-pocket expenses on actual basis, if any. In addition to the secretarial audit, M/s Bhambri & Associates may provide such other permissible services from time to time as may be approved by the Board of Directors.
5.	Terms of appointment	Five years
6.	In case of a new auditor any material change in the fee payable to such auditor from that paid to outgoing	Existing Secretarial Auditor is continuing.



	auditor along with rationale for such change.	
7.	Basis for recommendation for appointment including the details in relation to and credentials of the statutory auditor proposed to be appointed.	<p>While recommending M/s Bhambri & Associates for appointment, the Board and the Audit Committee evaluated various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc.,</p> <p>The firm is primarily engaged in areas of secretarial audit, corporate advisory services, transactional services, legal due diligence, mergers, compliance management etc.</p> <p>The firm is registered with the ICSI and hold a valid Peer Review Certificate. The firm has extensive experience of handling audits of large listed corporates.</p> <p>M/s Bhambri & Associates have also confirmed their eligibility and independence under regulation 24A of SEBI Listing Regulations and have expressed their willingness to accept the appointment upon approval.</p>

Considering the experience of M/s Bhambri & Associates in handling audits of large listed companies, and its expertise the Board recommends the resolution as set out in item no. 5 for approval of the members as an Special Resolution.

None of the directors and key managerial personnel and/or their relatives are in any way, financially or otherwise, interested or concerned in this resolution.

ITEM NO. 6 – REAPPOINTMENT OF MRS KAJAL RAI (DIN: 07366983) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

Mrs. Kajal Rai (DIN: 07366983) was appointed as an Independent Director of the company w.e.f. 01.10.2020 for a period/term of five years. Being eligible to be re-appointed as an independent director of the company, fulfills the conditions specified in the companies act 2013 and any applicable rules thereof and in accordance with the provisions of Section 149(10) of the Companies Act, 2013, Mrs. Kajal Rai is proposed for re-appointment as 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. Kajal Rai (herself) is concerned or interested, financially or otherwise, in the resolution. The Board recommends the said resolution for the approval of the members by way of **Special Resolution**.

ITEM NO. 7 – REAPPOINTMENT OF MS KOMAL BHALLA (DIN: 09106916) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

Ms. Komal Bhalla (DIN: 09106916) was appointed as an Independent Director of the company w.e.f. 30.04.2021 for a period/term of five years. Being eligible to be re-appointed as an independent director of the company, fulfills the conditions specified in the companies act 2013 and any applicable rules thereof and in accordance with the provisions of Section 149(10) of the Companies Act, 2013, Ms. Komal Bhalla is proposed for re-appointment as 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 Ms. Komal Bhalla (herself) is concerned or interested, financially or otherwise, in the resolution. The Board recommends the said resolution for the approval of the members by way of **Special Resolution**.

By Order of the Board
For RITESH INTERNATIONAL LIMITED

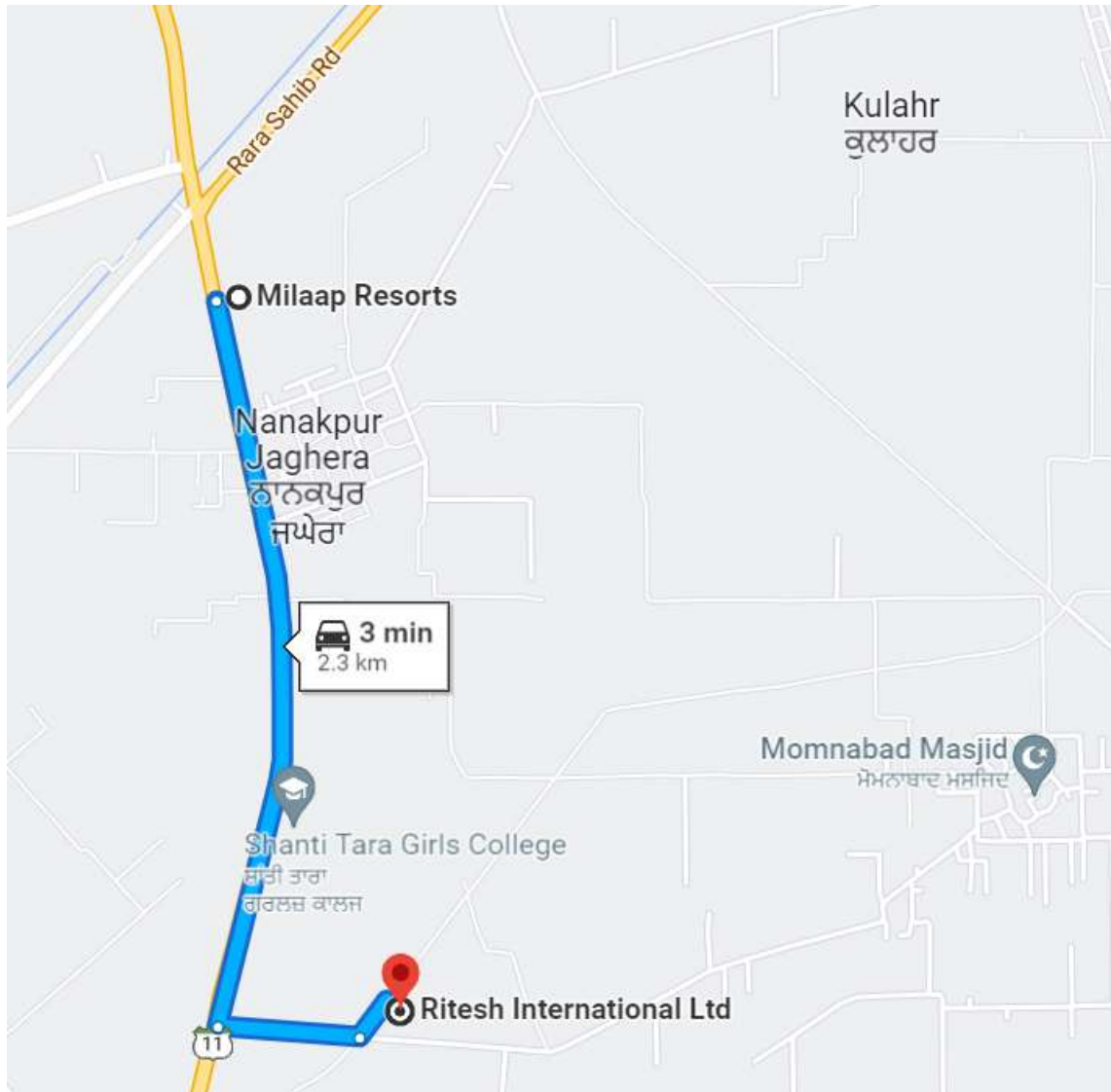
Sd/-

Place: Ahmedgarh
Date: 23.08.2025

(RITESH ARORA)
Chairman-cum-Managing Director
DIN: 00080156



VENUE OF ANNUAL GENERAL MEETING
OF
RITESH INTERNATIONAL LIMITED



GPS Coordinates 30.66424886096076, 75.85868315861465



RITESH INTERNATIONAL LIMITED

Regd. Office: Momnabad Road, Village Akbarpura,
Ahmedgarh, Sangrur, Punjab 148021

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 43rd Annual General Meeting of the Company held on Friday, 19th day of September, 2025 at 11.00 A.M. at the Registered Office of the Company at Momnabad Road, Village Akbarpura, Ahmedgarh, Sangrur, Punjab 148021.

Signature of Member/Proxy

Notes :

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

**RITESH INTERNATIONAL LIMITED**

Regd. Office: Momnabad Road, Village Akbarpura, Ahmedgarh, Sangrur, Punjab 148021

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 43rd Annual General Meeting of the Company held on Friday, 19th day of September, 2025 at 11.00 A.M. at the Registered Office of the Company at Momnabad Road, Village Akbarpura, Ahmedgarh, Sangrur, Punjab 148021 and at any adjournment thereof.

Signed this _____ day of _____ 2025.

Affix Re. 1/-
Revenue Stamp
here

No.	Resolution	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31 st , 2025 including Audited Balance Sheet as at March 31 st , 2025, 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 (Ordinary Resolution).		
2.	To consider and approve, with or without modification, the appointment of Mr. Rijul Arora (DIN: 07477956), who retires by rotation and being eligible, offers himself for reappointment (Ordinary Resolution).		
3.	To consider and ratify, with or without modification, the remuneration payable to the Cost Auditor (Verma Khushwinder & Co.) for the FY 2025-26. (Ordinary Resolution).		
4.	To consider and approve, with or without modification, the Related Party Transactions (Special Resolution).		
5.	To consider and approve, with or without modification, the appointment of secretarial auditor of the Company. (Special Resolution).		
6.	To re-appoint Mrs. Kajal Rai (DIN: 07366983), as Non-Executive & Independent Director of the Company. (Special Resolution)		
7.	To re-appoint Ms. Komal Bhalla (DIN: 09106916), as Non-Executive & Independent Director of the Company. (Special Resolution)		

Note :

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on poll instead of himself / herself.
2. 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.

Signature of Member/Proxy