



**RITESH INTERNATIONAL LIMITED**

CIN- L15142PB1981PLC004736

GST No. 03AAACR8498N1ZQ

**03.10.2025**

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai-400001

**Ref: RITESHIN - 519097 - INE534D01014**

**Sub: Notice of Extra-Ordinary General Meeting**

Dear Sir,

The company is hereby submitting the approved Notice for the Extra-Ordinary General Meeting to be held on Thursday, the 30th October 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

CIN- L15142PB1981PLC004736

GST No. 03AAACR8498N1ZQ

## **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.riteshinternationaltd.com

**CIN: - L15142PB1981PLC004736**

### **NOTICE**

**NOTICE** is hereby given that the Extra-Ordinary General Meeting of the Members of **RITESH INTERNATIONAL LIMITED** will be held on Thursday, 30<sup>th</sup> October, 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:

#### **SPECIAL BUSINESS**

1. Issuance of Equity Shares on Preferential Basis (Special Resolution).  
To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**“Listing Regulations”**) and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the any other statutory or regulatory authorities, as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“Board”** which term shall be deemed to mean and include any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot up to 8,20,000 (Eight Lakh Twenty Thousand) equity shares of face value of Rs. 10/- each of the Company (**“Equity Shares”**) for cash at a price of Rs.46.23 (including a premium of Rs. 36.23 per equity share aggregating up to Rs. 379.086 Lakh (Rupees Three Crore Seventy-Nine Lakh Eight Thousand Six Hundred) to Ritesh Arora and Rijul Arora, promoters of the Company (**“Proposed Allottee”**) by way of preferential issue on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act.

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**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**

**RESOLVED FURTHER THAT** in terms of the provisions of ICDR Regulations, the “Relevant Date” for the purpose of determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be Tuesday, 30.09.2025, being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting scheduled to be held on Thursday, 30.10.2025.

**RESOLVED FURTHER THAT** the Equity Shares of the Company being offered, issued and allotted to the Proposed Allottee by way of Preferential Issue shall, inter-alia, be subject to the following:

- a) 100% of the preferential allotment consideration shall be payable on or before the date of the allotment of the Equity Shares;
- b) The Equity Shares so offered, issued and allotted to the proposed allottee, shall be issued by the Company for cash consideration;
- c) The Equity Shares shall be allotted in one or more tranches, on receipt of subscription monies within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;
- d) The Equity Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within the time prescribed under the applicable laws;
- e) The Equity Shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari passu* with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- f) The pre-preferential allotment holding of the Proposed Allottee and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations; and
- g) The Equity Shares will be listed on BSE Limited where the equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name(s) of the Proposed Allottee shall be recorded in Form No. PAS-5 for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions, together with an application form be issued to the Proposed Allottee inviting them to subscribe to the Equity Shares.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board and any committee of the Board constituted thereof be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the number of equity shares to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations,

additions and/or deletions to the Preferential Issue as may be required by any regulatory authority or other authorities involved in or concerned with the issue and allotment of Equity Shares, making applications to the Stock Exchanges for obtaining in-principle approvals, and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company for the purpose of giving effect to this resolution in accordance with applicable laws including the ICDR Regulations and the Listing Regulations and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board in this regard shall be final and conclusive.

**RESOLVED THAT** the Board be and is hereby authorized to accept any modification(s), changes, variations, alterations, additions and/or deletions in the terms of issue of Equity Shares as may be required by any regulatory or other authorities, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

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

**Sd/-**

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

Place: Ahmedgarh  
Date: 01.10.2025

## NOTES:

- i) A member entitled to attend and vote at the Extra-Ordinary 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) In compliance with the MCA Circulars and SEBI Circulars, Notice of the EGM 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. Members may note that the Notice will also be available on the Company’s website: <http://www.riteshinternational ltd.com> , website of the Stock Exchange, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) . Members who have received the Notice of EGM 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 EGM.
- vi) Any queries regarding the Agenda must be sent to Registered Office of the Company at least 10 days before the date of meeting.
- vii) 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.
- viii) The Results of the resolutions passed at the EGM of the Company will be declared within two working days of the conclusion of EGM. 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.
- ix) **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 Extra-Ordinary General Meeting (EGM) by electronic means.

x) **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](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.

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

a. The voting period **begins on 27.10.2025 at 09.00 am and ends on 29.10.2025 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 24.10.2025** 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
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Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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.
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**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>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.</li> </ul>

- 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 <251001001>** 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](http://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](mailto: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](mailto: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](mailto: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](mailto:info@skylinerta.com)) and ([parveen@skylinerta.com](mailto: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 EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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: 01.10.2025

## **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. 1:**

The Board of Directors of the Company ("**Board**") at its meeting held on 01.10.2025, approved raising funds aggregating up to Rs. 379.086 Lakh by way of issuance of up to 8,20,000 equity shares of 10/- each ("**Equity Shares**") for cash at a price of Rs.46.23 (including a premium of Rs.36.23 per Equity Share), to Ritesh Arora and Rijul Arora, promoters, (referred to as "the Proposed Allottee"), by way of a preferential issue through private placement offer ("**Preferential Issue**"), which has agreed to subscribe to the proposed Preferential Issue and has confirmed its eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations").

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the rules made thereunder and in accordance with the ICDR Regulations and the Listing Regulations, as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought for the issue and allotment of up to 8,20,000 Equity Shares of face value of 10/- each for cash at a price of Rs.46.23 (including a premium of Rs.36.23 per Equity Share) aggregating up to Rs. 379.086 Lakh on a preferential basis to the Proposed Allottee.

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

#### **(i) Date of Board Resolution**

01.10.2025

#### **(ii) The total number of securities, kind of securities and price at which security is being offered:**

Issuance of up to 8,20,000 Equity Shares of face value of 10/- each for cash at a price of Rs.46.23 (including a premium of Rs.36.23 per Equity Share) aggregating up to Rs. 379.086 Lakh on a preferential basis

#### **(iii) Objects of the Issue**

The Company proposes to utilize the proceeds raised from the proposed Preferential Issue towards reduction/repayment of credit facilities availed by the Company and working capital of the Company. Pending utilization of the issue proceeds for the purposes described above, the Company intends to deposit the issue proceeds in a separate bank account.

#### **(iv) Relevant Date**

The "Relevant Date" as per ICDR Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as 30.09.2025, i.e. 30 (Thirty) days prior to the date of this Extraordinary General Meeting which is scheduled to be held on 30.10.2025.

**(v) Basis or justification for the price (including the premium, if any) has been arrived at**

Regulation 164 of the ICDR Regulations prescribes the minimum price at which a preferential issue may be made. In accordance with Regulation 164, the minimum price of the shares shall be the higher of:

- (a) the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; and
- (b) the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

The Equity Shares of the Company are listed on the BSE Limited and are frequently traded in accordance with the ICDR Regulations.

As per the pricing formula prescribed under Regulation 164 of the ICDR Regulations, the minimum price at which the Equity Share can be issued is Rs.46.229 per Equity Share. The Company proposes to issue the Equity Share at an issue price of Rs.46.23 (including premium of Rs.36.23) per Equity Share, which is not less than the minimum price computed in accordance with Regulation 164 of the ICDR Regulations.

**(vi) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price**

The Company has not made any preferential allotment during the current financial year 2025-26.

**(vii) Maximum number of securities to be issued**

The resolution set out in the accompanying notice authorises the Board to issue up to 8,20,000 Equity Shares of face value of Rs.10/- each ("**Equity Shares**") for cash at a price of Rs. 46.23 (including a premium of Rs.36.23) per equity share aggregating up to Rs.379.086 Lakh.

**(viii) Intent of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company to subscribe to the Preferential Issue:**

The Proposed Allottee forms a part of the promoters and promoter group of the Company.

**(ix) Shareholding Pattern of the Company before and after the Preferential Issue**

S. No.	Category	Pre-Preferential Issue Shareholding as on 30.06.2025		Post Preferential Shareholding (Proposed)	
		No. of Equity Shares	%age of Equity Shares	No. of Equity Shares	%age of Equity Shares
A.	<b>Promoter &amp; Promoter Group</b>				
1	Rijul Arora	1419516	16.60	1829516	19.52
2	Ritesh Arora	1400965	16.38	1810965	19.32
3	Roopica Arora	861466	10.07	861466	9.19
	<b>sub-total - A</b>	<b>3681947</b>	<b>43.05</b>	<b>4501947</b>	<b>48.03</b>

B.	<b>Public</b>				
1	Institutional Investor	5700	0.07	5700	0.06
2	Non-Institution				
	Corporate Bodies	371840	4.35	371840	3.97
	Directors & Relatives	0	0.00	0	0.00
	Indian Public	4217443	49.31	4217443	45.00
	Others	275892	3.23	275892	2.94
	<b>sub-total - B</b>	<b>4870875</b>	<b>56.95</b>	<b>4870875</b>	<b>51.97</b>
	<b>Grand Total (A+B)</b>	<b>8552822</b>	<b>100.00</b>	<b>9372822</b>	<b>100.00</b>
<b>Note: There may be changes in the shareholding in the sub groups in the Public Category.</b>					

**(x) Time frame within which the preferential issue shall be completed**

In accordance with Regulation 170 of the ICDR Regulations, the allotment of the Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

**(xi) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottee**

Sr. No.	Details of Proposed Allottee	Name of Ultimate Beneficial Owner of the Proposed Allottee
1	Rijul Arora	Rijul Arora
2	Ritesh Arora	Ritesh Arora

**(xii) The percentage of the post-preferential issue that may be held by the Proposed Allottee**

Sr.	Name of the Proposed Allottee	Category	Pre Issue % Holding (%)	Number of Equity Shares proposed to be allotted	Post Issue %age holding (%)
1	Rijul Arora	Promoter	16.60	410000	19.52
2	Ritesh Arora	Promoter	16.38	410000	19.32

**(xiii) Change in control**

There will be no change in control of the Company consequent to the preferential issue.

**(xiv) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer**

Not applicable as the Preferential Issue will be undertaken for cash consideration.

**(xv) Current and proposed status of the Proposed Allottee post the preferential issue viz. promoter or non-promoter/ class or classes of persons to whom the allotment is proposed to be made**

As mentioned above, the Proposed Allottee is part of the promoter and promoter group and their status will continue post the preferential issue.

**(xvi) Lock-in period**

The Equity Shares allotted pursuant to this resolution as above shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations.

**(xvii) Report of Registered Valuer**

No report of the Registered Valuer is required for the Preferential Issue under the provisions of first proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014 (as amended from time to time), read with ICDR Regulations.

**(xviii) The Company hereby undertakes that:**

- (a) It would re-compute the price of the Equity Shares in terms of the provisions of the ICDR Regulations where it is required to do so;
- (b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above shares shall continue to be locked in till the time such amount is paid by the Proposed Allottee;
- (c) Neither the Company, nor its Directors or Promoters have been declared as wilful defaulter or a fraudulent borrower;
- (d) None of the Company's Directors or Promoters is a fugitive economic offender as defined under the ICDR Regulations;
- (e) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in



the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder; and

- (f) The Company is eligible to make the Preferential Issue to its Proposed Allottees under Chapter V of the ICDR Regulations.

**(xix) Practicing Company Secretary's Certificate**

A certificate from M/s Bhambri & Associates, Company Secretaries dated September 30, 2025, has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations. The certificate can be accessed at [https://www.riteshinternationaltd.com/wp-content/uploads/2025/10/Annexure-V-PCS-RIt-30.09.2025\\_.pdf](https://www.riteshinternationaltd.com/wp-content/uploads/2025/10/Annexure-V-PCS-RIt-30.09.2025_.pdf) and shall be placed before the general meeting of the shareholders.

The proposed Special Resolution seeks to confer upon the Board (including any Committee thereof) the absolute discretion to determine the terms and conditions of the aforementioned issuance of Equity Shares by way of a Preferential Issue. The detailed terms and conditions of such issuance will be determined by the Board or any Committee duly authorised by the Board, considering prevailing market conditions, practices and in accordance with the applicable laws.

Mr. Ritesh Arora and Mr. Rijul Arora, Directors of the Company are interested in the said resolution and none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding in the Company, and to the extent of any Equity Shares that may be subscribed by the companies in which they are directors or members.

The Board accordingly recommends the Special Resolution as set out in Item No. 1 of this Notice for your approval.

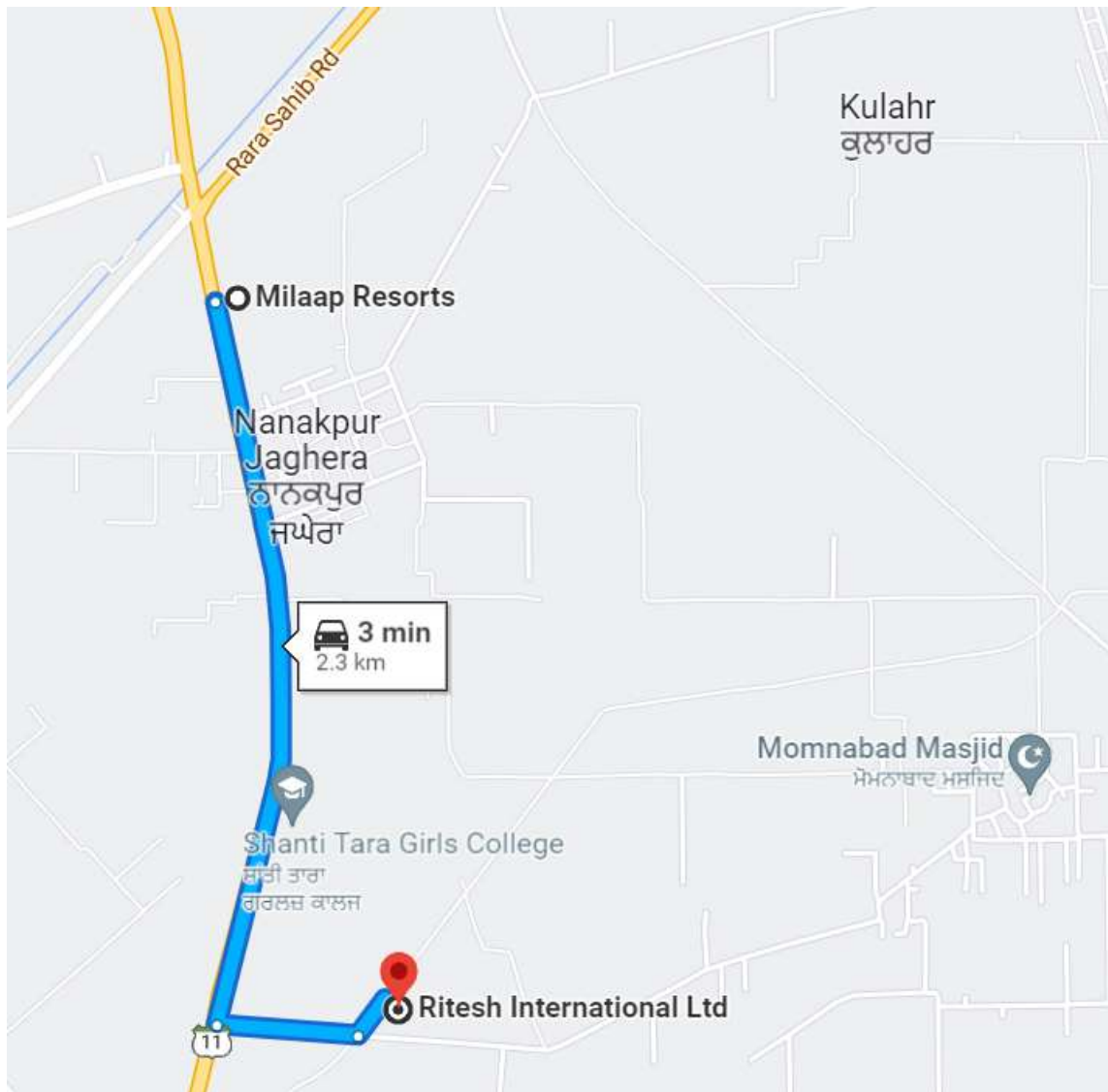
By Order of the Board  
**For RITESH INTERNATIONAL LIMITED**

**Sd/-**

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

Place: Ahmedgarh  
Date: 01.10.2025

**VENUE OF EXTRA-ORDINARY 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 Extra-Ordinary General Meeting of the Company held on Thursday, 30<sup>th</sup> day of October, 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 Extra-Ordinary General Meeting of the Company held on Thursday, 30th day of October, 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.	Issuance of Equity Shares on Preferential Basis (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