RITESH INTERNATIONAL LIMITED

CIN- L15142PB1981PLC004736

To,
Abhishek Kumar D
Manager,
Corporate Finance Department,
Division of Corporate Restructuring,
Securities and Exchange Board of India
Sebi Bhavan, Plot No. C-4A,
G-Block, Bandra Kurla Complex,
Mumbai-400 051

Date: 14.02.2019

Sub: Reply to letter dated 01.02.2019, bearing no. SEBI/HO/CFD/DCR2/OW/3760/1/2019, in the matter of Ritesh International Limited – Disclosures under regulation 29 (2), 10(5), 10(6) and 10(7) of SEBI (SAST) Regulations, 2011

Dear Sir,

This is in response to the letter dated 01.02.2019, bearing no. SEBI/HO/CFD/DCR2/OW/3765/1/2019, wherein reference was drawn to the following transaction in relating to Ritesh International Limited ("Company"):

Transaction	Increase in Shareholding
Ms. Anita Arora transferred 4,75,581 shares of the Company on 30.06.2018 in favour of Mr. Rijul Arora.	5.56%

It is submitted that the said transfer of shares was by way of an off-market transaction vide gift deed dated 30.06.2018 out of natural love and affection and without any consideration. The copy of the said gift deed 30.06.2018 is attached herewith for your reference.

It is further submitted that the said off-market transfer of shares of the Company by way of gift was also correctly reflected in the shareholding pattern of the Company as available on website of BSE.

It is further submitted that the overall shareholding of the promoters remained "unchanged" after the transaction in issue and it is not a case where the promoters acquired shares from other outsiders / third parties and increased their total shareholding.

The promoter shareholding remained within the promoters / promoter family. Further, the value of the transaction was without any consideration i.e. NIL.

In view of the above, the noticees were advised that the said transaction did not require any disclosure to be made to the Stock Exchange or SEBI & only the Company was to be intimated regarding the same. In furtherance to the same, the said transfer was intimated by the transferor i.e. Mrs. Anita Arora to the Company vide letter dated 30.06.2018. The copy of the letter dated 30.06.2018 is enclosed herewith for your reference.

Since the noticee has acted in bona-fide and always intends to act in bona-fide, disclosure under Regulation 10(6), 10(7), 29(2) ___ has been made to the Stock Exchange and ___. Copies of the disclosures and proof of dispatch / submission before the Stock Exchange and __ are enclosed herewith for your reference.

Hope you find the above reply in order.

Please acknowledge the receipt of the same.

Yours Sincerely,

Rijul Arora

Mr. Rijul Arora
Whole Time Director
Ritesh International Limited,
356, Industrial Area- Ludhiana, Punjab

FORMAT FOR DISCLOSURES UNDER REGULATION 29(2) OF SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

1. Name of the Target Company (TC)	RITESH INTERNATIONAL LIMITED		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	RIJUL ARORA (Acquirer) Persons Acting in Concert (PAC):- ANITA ARORA RIJUL ARORA ROOPICA ARORA BHARTI BHUSHAN JINDAL		
3. Whether the acquirer belongs to Promoter/Promoter group	YES		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE LIMITED		
5. Details of the acquisition / disposal/holding of shares/voting rights/holding of the Acquirer and PAC	**Number**	**% w.r.t. total share/voting capital wherever applicable(*)**	**% w.r.t. total diluted share/voting capital of the TC (**)**
Before the acquisition/disposal under consideration, holding of :			
a) Shares carrying voting rights	4242703	49.61	49.61
b) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	--	--	--
c) Voting rights (VR) otherwise than by equity shares	--	--	--
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	--	--	--
e) **Total (a+b+c+d)**	4242703	49.61	49.61
Details of acquisition/sale			
a) Shares carrying voting rights acquired	-- (being inter se transfer)	--	--
b) VRs acquired otherwise than by equity shares	--	--	--

c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold d) Shares encumbered/ invoked/ released by the acquirer e) **Total (a+b+c+d)**	-- -- -	-- -- -	-- -- -
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	4242703	49.61	49.61
b) Shares encumbered with the acquirer	--	--	--
c) VRs otherwise than by equity shares	--	--	--
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	--	--	--
e) **Total (a+b+c+d)**	4242703	49.61	49.61
6. Mode of acquisition/sale (e.g. open market / public issue / rights issue /preferential allotment / inter-se transfer, etc.)	Inter-se Transfer		
7. Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	30.06.2018		
8. Equity share capital / total voting capital of the TC before the said acquisition/sale	85528220		
9. Equity share capital/ total voting capital of the TC after the said acquisition/sale	85528220		
10. Total diluted share/voting capital of the TC after the said acquisition/sale	85528220		

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Rijul Arora

(RIJUL ARORA)

Signature of the acquirer / Authorised Signatory

Place: LUDHIANA

Date: 25/02/2019