

## **RITESH INTERNATIONAL LIMITED**

Regd. Office: 356, Industrial Area 'A', Ludhiana-141003  
Ph: 0161-5047085, E-mail : [riteshinternational@gmail.com](mailto:riteshinternational@gmail.com)  
Website: <http://www.riteshinternationaltd.com>  
CIN: - L15142PB1981PLC004736

### **NOTICE**

**NOTICE** is hereby given that the 37<sup>th</sup> Annual General Meeting of the Members of Ritesh International Limited will be held on Saturday, 28<sup>th</sup> September, 2019 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 31<sup>st</sup>, 2019 including Audited Balance Sheet as at March 31<sup>st</sup>, 2019, 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. Rajiv Arora (DIN: 00079838), who retires by rotation and being eligible, offers himself for reappointment.
3. To consider the appointment of M/s Bhushan Aggarwal & Co., Chartered Accountants as a Statutory Auditor of the Company from 37<sup>th</sup> Annual General Meeting till the conclusion of 42<sup>nd</sup> Annual General Meeting.

#### **SPECIAL BUSINESS**

4. To consider and, if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**.

**"RESOLVED THAT** pursuant to the provisions of Section 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), Ms. Heena (DIN 08308511), who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on December 12, 2018, whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from her alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company.

**"RESOLVED FURTHER 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, consent of the members be and is hereby given to appoint Ms. Heena (DIN 08308511), as an Independent Director of the Company, not liable to retire by rotation for a period of five years with effect from 28.09.2019."

**"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 as a **SPECIAL RESOLUTION**.

**"RESOLVED THAT** pursuant to the provisions of Section 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), Mr. Raghu Nath Nayyar (DIN 01004154), who was appointed as an Independent Director of the Company by the Shareholders at its meeting held on September 27, 2014, whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from him alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for re-appointment to the office of Independent Director, be and is hereby appointed as Independent Director of the Company.

**"RESOLVED FURTHER 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, consent of the members by way of a Special Resolution be and is hereby given to re-appoint Mr. Raghu Nath Nayyar (DIN 01004154), as an Independent Director of the Company, not liable to retire by rotation for a period of five years with effect from 28.09.2019."

**"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**

(Rajiv Arora)  
Chairman-Cum-Managing Director  
DIN: 00079838  
1108/1, Tagore Nagar, Civil Lines  
Ludhiana- 141001

Place: Ludhiana  
Date: 30.08.2019

## 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 22<sup>nd</sup> September, 2019 to 28<sup>th</sup> September, 2019 (both days inclusive).
- vi) The Notice of the AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or with the Depository Participant(s), unless members have requested for the hard copy of the same, physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to the Members who have not registered their email address with the Company Depository Participant(s). 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) Members are requested to bring their copies of Annual Reports along with them, as copies of the report will not be distributed at the meeting.

- viii) Members/proxies are requested to bring their attendance slips sent herewith duly filled in for attending the meeting.
- ix) 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.
- x) 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.
- xi) 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.
- xii) **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 37<sup>th</sup> Annual General Meeting (AGM) by electronic means.
- xiii) **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 21.09.2019 (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 25.09.2019 at 9:00 AM and ends on 27.09.2019 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 would not be entitled to vote at the meeting value.
  - c. The shareholders should log on to the e-voting website [www.evotingindia.com](http://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](http://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 demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| 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"> <li>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).</li> </ul>                                                                                                                                                                                                                                                    |

- 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 <**Ritesh International Limited**>.
- 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](http://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](mailto: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](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 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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: 30.08.2019

## **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 :4**

Ms. Heena was appointed as an additional Director of the company in board meeting of the company held on 21.12.2018. Her term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from her alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director as an Independent Director for a period/term of five years w.e.f. 28.09.2019.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Ms. Heena 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**

Mr. Raghu Nath Nayyar was appointed as an Independent Director of the company in the annual general meeting held on 27.09.2014 for a period/term of five years. His term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from him alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director as an Independent Director for a second term of five years w.e.f. 28.09.2019. 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 Mr. Raghu Nath Nayyar 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: 30.08.2019

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                                     | Ms. Heena                                     | Mr. Raghu Nath Nayyar                                                   |
| DIN                                                      | 08308511                                      | 01004154                                                                |
| DATE OF BIRTH                                            | 18-08-1990                                    | 09-11-1955                                                              |
| DATE OF APPOINTMENT                                      | 21.12.2018                                    | 27.09.2014                                                              |
| EXPERTISE IN SPECIFIC FUNCTIONAL AREA                    | 5 Year in Accounts                            | He has an experience of 43 years in the field of Garments Industry.     |
| NO. OF SHARES IN THE COMPANY                             | NIL                                           | NIL                                                                     |
| QUALIFICATION                                            | Post Graduate Diploma in Computer Application | Graduate                                                                |
| DIRECTORSHIPS HELD IN OTHER COMPANIES                    | NIL                                           | 1. Hind Woollen and Hosiery Mills Pvt. Ltd.<br>2. Nalanda Spinners Ltd. |
| POSITION HELD IN MANDATORY COMMITTEES OF OTHER COMPANIES | NIL                                           | NIL                                                                     |
| RELATIONSHIP WITH OTHER DIRECTORS                        | None                                          | None                                                                    |