



REPORT OF SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rules 20(xi) of the Companies
(Management and Administration) Rules, 2014

To,

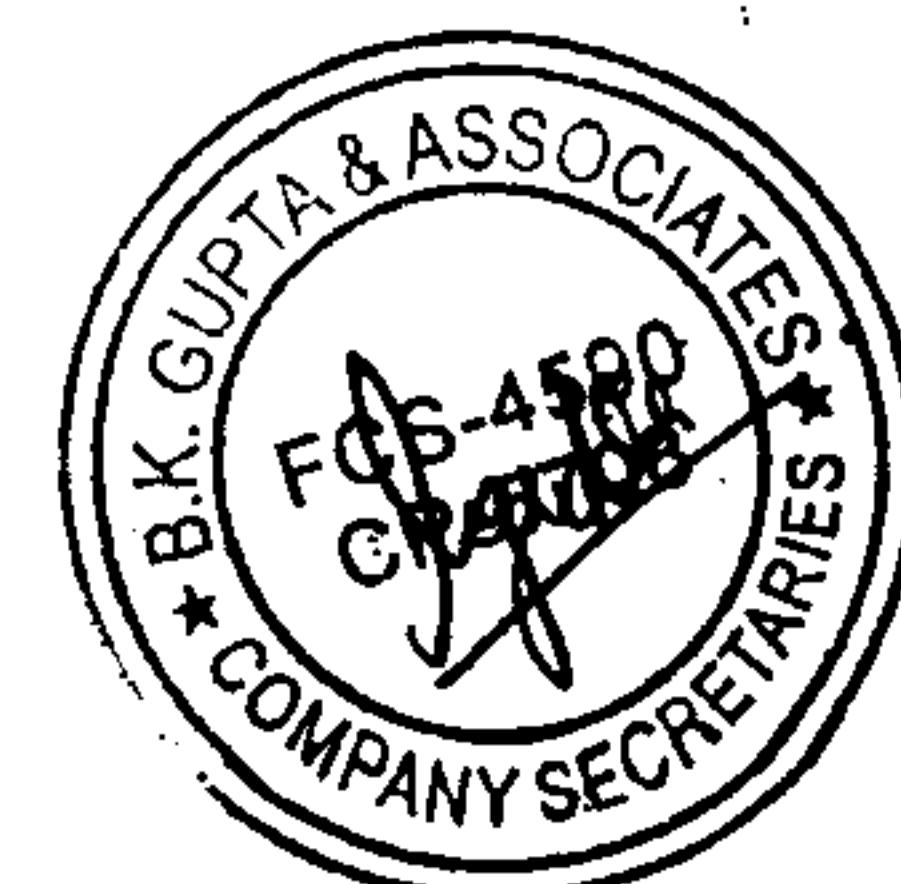
The Chairman,

32nd (Thirty Second) Annual General Meeting of the Equity Shareholders of Ritesh International Limited to be held on 27th September, 2014 at 11.00 A.M. at Registered Office of the Company at 356, Industrial Area-A, Ludhiana-141003.

Dear Sir,

I, Bhupesh Gupta, Partner, B.K.Gupta & Associates, Practicing Company Secretary at 49/65, Harpal Nagar, Near Gulmor Hotel, Ferozepur Road, Ludhiana, appointed as Scrutinizer by the Board of Directors of Ritesh International Limited ("the Company") for the purpose of scrutinizing e- voting process in a fair and transparent manner in respect of the below mentioned resolutions proposed at the 32nd Annual General Meeting of Equity Shareholders of the Company to be held on 27th September, 2014 at 11.00 a.m. at Registered Office of the Company at 356, Industrial Area-A, Ludhiana-141003, submit our report as under:

1. In accordance with the Notice of 32nd Annual General Meeting sent to the shareholders and the 'Advertisement' published pursuant to Rule 20(3)(V) of the Companies (Management and Administration) Rules, 2014 on September 15, 2014, the e-voting opened at 10:00 AM on September 20, 2014 and remained open up to 10:00 AM on September 23, 2014
2. The Equity Shareholders holding shares as on 22nd August, 2014, "the cut-off date", were entitled to vote on the resolutions stated in the Notice of the 32nd Annual General Meeting of the Company.



3. The votes were unblocked at 10.30 A.M. on 23rd September, 2014 in the presence of Mr. Raman Chawla & Mr. Onkar Singh who are not the employees of the Company, and who have signed below as witness to the unblocking of the votes.
4. The e-voting results/ list of Equity Shareholders who have voted "For" and "Against" were downloaded from the e-voting website of Central Depository Services Limited (www.evotingindia.com) and the same are being handed over to the Chairman.
5. The Result of the e-voting is as under:

a) Resolution 1: Ordinary Resolution

Adoption of Audited Financial Statement, including Audited Balance Sheet, Statement of Profit and Loss, Cash Flow Statement & Report of the Board of Directors and Auditors for the Financial Year ended on March 31, 2014.

(i) Voted **in favour** of the Resolution:

Number of Members Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
6	37,10,200	100.00

(ii) Voted **against** the Resolution:

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid** Votes:

Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL



a) Resolution 2: Ordinary Resolution

Appointment of Director in Place of Sh. Raj Kumar Sood, Who retires by rotation and being eligible, seeks re-appointment

(i) Voted **in favour** of the Resolution:

Number of Members Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
6	37,10,200	100.00

(ii) Voted **against** the Resolution:

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid Votes:**

Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL

c) Resolution 3: Ordinary Resolution

Re-appointment of M/s Ashok Shashi & Co., Chartered Accountants as an Statutory Auditors of the Company till the conclusion of 37th Annual General Meeting

(i) Voted **in favour** of the Resolution:

Number of Members Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
6	37,10,200	100.00

(ii) Voted **against** the Resolution:

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
0	0	0.00



(iii) **Invalid Votes:**

Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL

d) Resolution 4: Ordinary Resolution

Re-appointment of Sh. Ritesh Arora as an Executive Director of the Company and fix his remuneration.

(i) **Voted in favour** of the Resolution:

Number of Members Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
6	37,10,200	100.00

(ii) **Voted against** the Resolution:

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid Votes:**

Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL

e) Resolution 5: Ordinary Resolution

Appointment of Sh. Raghu Nath Nayyar as an Independent Director

(i) **Voted in favour** of the Resolution:

Number of Members Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
6	37,10,200	100.00



(ii) Voted **against** the Resolution:

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid** Votes:

Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL

f) Resolution 6: Ordinary Resolution

Appointment of Sh. Raj Kumar Sood as an Independent Director

(i) Voted **in favour of the Resolution:**

Number of Members Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
6	37,10,200	100.00

(ii) Voted **against the Resolution:**

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid** Votes:

Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL



g) Resolution 7: Ordinary Resolution

Appointment of Mrs. Kamaljeet Kaur as an Independent Director

(i) Voted **in favour** of the Resolution:

Number of Members Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
6	37,10,200	100.00

(ii) Voted **against** the Resolution:

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid Votes:**

Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL

k) Resolution 8: Special Resolution

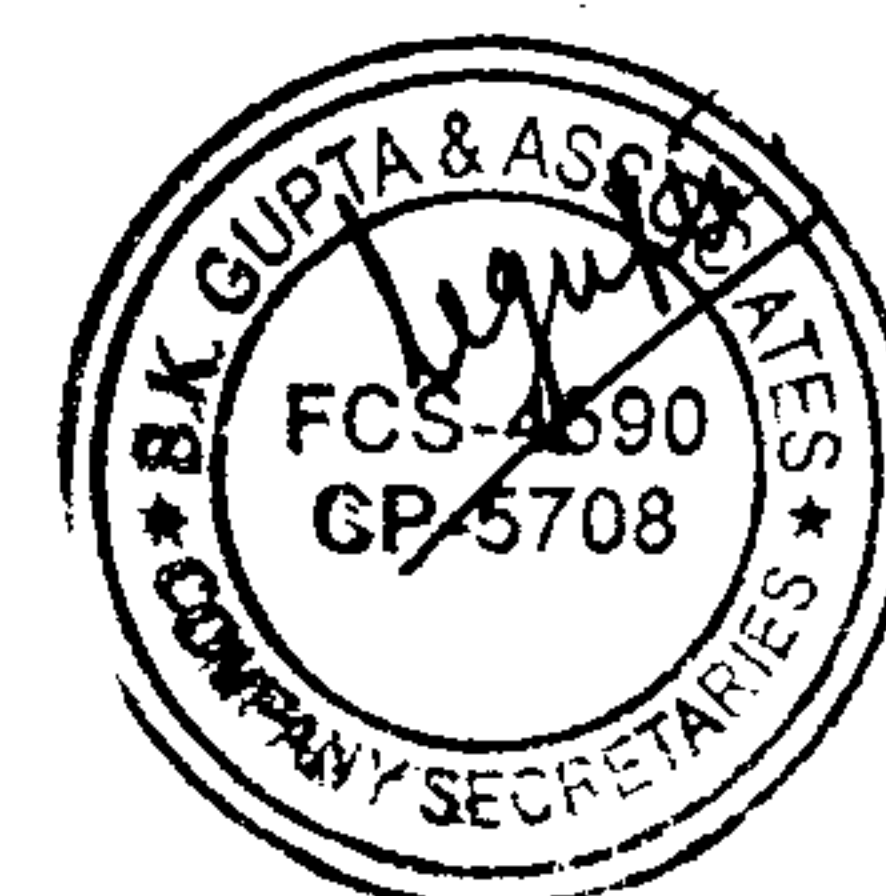
Alteration in Articles of Association.

(i) Voted **in favour** of the Resolution:

Number of Members Voting through Electronic System	Number of Votes cast in favour of Resolution	% of total number of valid votes cast
6	37,10,200	100.00

(ii) Voted **against** the Resolution:

Number of Members Voting through Electronic System	Number of Votes cast against the Resolution	% of total number of valid votes cast
0	0	0



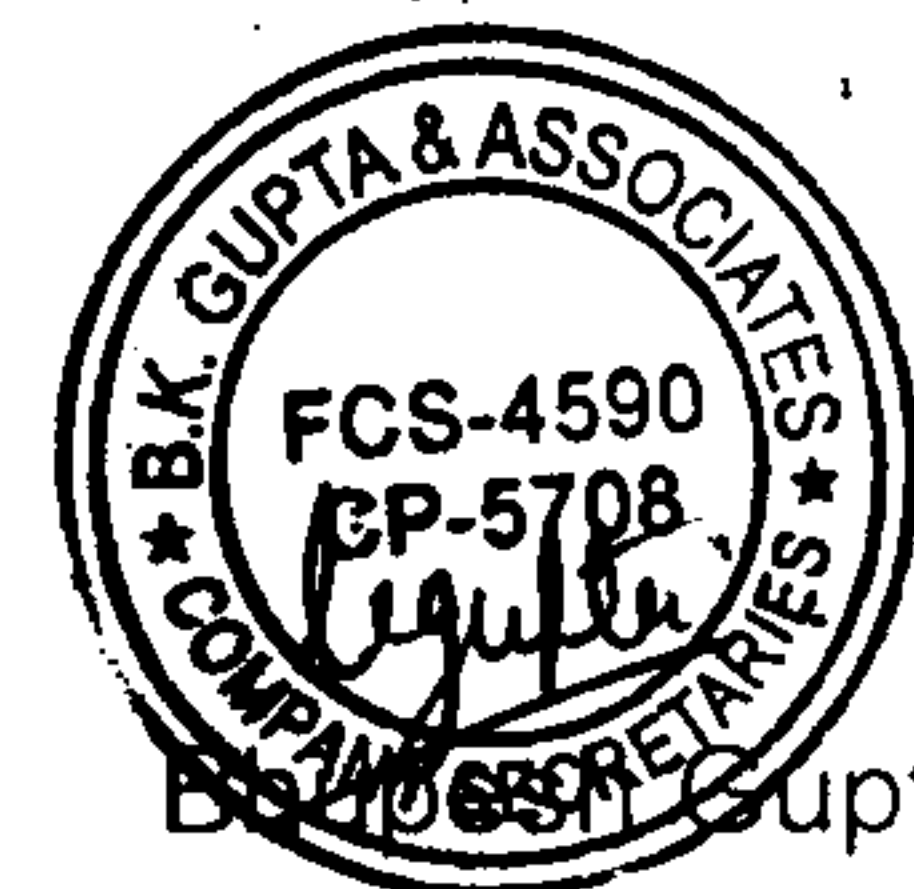
(iii) **Invalid Votes:**

Total Number of Members whose votes declared invalid	Total Number of Votes cast by them
NIL	NIL

All relevant records of electronic voting will remain in our safe custody until the Chairman considers, approves and signs the minutes of the 32nd Annual General Meeting and same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours Faithfully,



Place::Ludhiana

Date: 24/09/2014

B.K. Gupta
FCS 4590, CP No. 5708
Scrutinizer

We the undersigned witnessed that the votes were unblocked from the e-voting website of Central Depository Services Limited (www.evotingindia.com) in our presence at 10:30 AM on September 23, 2014 at the Office of the Scrutinizer.

(Onkar Singh)
Block-C, H.No. 523
Isher Nagar
Ludhiana

(Raman Chawla)
House No. 3570
St. No. 12,
New Shivaji Nagar
Ludhiana