



NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of **RITESH INTERNATIONAL LIMITED** will be held on Saturday, 26th day of September, 2015 at 11.00 a.m. at the 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, 2015 including Audited Balance Sheet as at March 31, 2015, 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 appoint Director in place of Sh. Rajiv Arora (DIN 00079838), who retires by rotation and being eligible, offers himself for re-appointment.
3. **To ratify the appointment of Statutory Auditors of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**
“**RESOLVED THAT**, pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, and subject to the approval by members of the Company, the appointment of M/s Ashok Shashi & Co., Chartered Accountants, Ludhiana, Registration No. 013258N, as the Statutory Auditors of the Company, be and is hereby ratified for the financial year 2015-16 at such remuneration as may be finalized by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. **To approve the re-appointment of Sh. Rajiv Arora as Chairman cum Managing Director of the company and to approve the terms and conditions of re-appointment and to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**
“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for time being in force) subject to such other consents, permissions, Sh. Rajiv Arora be and is hereby re-appointed as Chairman-Cum-Managing Director of the Company for the term of five

years, whose term will be liable to retire by rotation, with effect from 01.08.2015 at the following remuneration:

- a) Salary: 1,24,000/5,500/1,50,500
- b) Perquisites
 - Medical Reimbursement: Expenses incurred for self and family, subject to ceiling of one month's salary in a year or three month's salary over the period of three years.
 - Leave Travel Concession: For self and family, once in a year incurred in accordance with the rules of the Company.
 - Club Fees: Fees for the club subject to a maximum of two clubs. This will not include admission and life membership fees.
 - Personal Accident Insurance: Premium not to exceed 10,000/- per annum.
 - Contribution to Provident Fund, Superannuation fund or Annual fund will not be included in computation of the ceiling of perquisites to the extent these singly or put together are not taxable under the Income Tax Act. The gratuity payable shall not exceed half month's salary for each completed year of service.
 - Provision for use of car on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the company to Sh. Rajiv Arora.

Plus other allowances as may be applicable to other employees of the Company with liberty to the Board of Directors (herein after referred to as “Board” which term shall be deemed to include Nomination & Remuneration Committee constituted by the Board) to alter and vary the said remuneration in such form and manner or with such modifications as the Board may be deemed fit and agreed by Sh. Rajiv Arora, Chairman-Cum-Managing Director.”

“**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, where in any financial year, the Company incurs a loss or its profits are inadequate, the Company shall pay Sh. Rajiv Arora, Chairman-Cum-Managing Director, the above mentioned remuneration as minimum remuneration.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to



vary/alter at any time the remuneration, terms and conditions of the said appointment in such manner as may be approved by the Board of Directors of the Company and acceptable to the Sh. Rajiv Arora, Chairman-Cum-Managing Director of the Company as permissible under the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised 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 such alteration and modifications, as may be required within the limits of Schedule V of the Companies Act, 2013.”

**By Order of the Board
For Ritesh International Limited**

sd/-

Place : Ludhiana

(Rajiv Arora)

Date: 14.08.2015 Chairman-cum-Managing Director

DIN: 00079838

1108/1, Tagore Nagar, Civil Lines

Ludhiana- 141001

NOTES:

- I) Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of this Notice.
- ii) **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/HERSELF 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. THE BLANK PROXY FORM IS ENCLOSED.**
- iii) 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.
- iv) 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.
- v) 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.
- vi) The register of members and the share transfer books of the company will remain closed from 23rd September, 2015 to 26th September, 2015 (both days inclusive). The book closure dates have been fixed in consultation with Stock Exchanges.
- vii) 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.
- viii) Members are requested to bring their copies of Annual Reports along with them, as copies of the Annual Report will not be distributed at the meeting.
- ix) Members/proxies are requested to bring their attendance slips sent herewith duly filled in for attending the meeting.
- x) 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.
- xi) M/s. B.K. Gupta & Associates, Company Secretaries have 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.
- xii) 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 www.riteshinternationaltd.com and on the website of CDSL and will be communicated to the stock exchanges.

- xiii) **Voting through Electronic Means:** Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management And Administration) Rules, 2014, as amended from time to time and Clause 35B of the Listing Agreement, the Company is pleased to provide the facility to the Members a facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means.

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 18th September, 2015. The Members 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 23rd September, 2015 at 09:00 a.m. and ends on 25th September, 2015 at 05:00 p.m. 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 venue.
- c. The shareholders should log on to the e-voting website 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 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"> • 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 No. in the PAN field, Sequence No. is Printed on the name slip affixed on the Annual Report • 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.
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your Bank demat account or in the company records for the said Details demat account or folio.</p> <ul style="list-style-type: none"> • 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 No. in the dividend bank details field as mention in instruction (e)

- 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> on which you choose to vote.
- m. 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.
- 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 Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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@cdslindia.com.
 - After receiving the login details they have to create 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 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.
 - Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 18th September, 2015 may follow the same instructions as mentioned above for e-Voting.
- 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

u. Members holding equity shares in electronic form and proxies thereof are requested to bring their DP ID and client ID for identification.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

As recommended by the Nomination and Remuneration Committee in its meeting held on 31st July, 2015, the Board of Directors has approved the re-appointment of Sh. Rajiv Arora as the Chairman-Cum-Managing Director of the Company w.e.f. 01.08.2015 for a term of five years subject to approval of shareholders in the forthcoming Annual General Meeting. The terms and conditions of appointment and remuneration are detailed in the resolution. The re-appointment and terms and conditions are subject to approval by members of the Company by way of Special Resolution. Hence, the Board recommends the resolution for your approval.

MEMORANDUM OF INTEREST

Sh. Rajiv Arora, being the appointee himself and Sh. Ritesh Arora being relative of Sh. Rajiv Arora are interested in the proposed resolution. Except them, none of the Directors or Key Managerial Personnel is interested in the resolution. This statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement and under Companies Act, 2013.

Details of directors seeking appointment/ re- appointment at the

**Forthcoming Annual General Meeting
(Pursuant to Clause 49 of the Listing Agreement)**

Name of the Director	Rajiv Arora
Date of Birth	23/04/1959
Date of Appointment	22/05/1982
Expertise in specific functional area	He has more than 35 years of experience in the business & industry.
No. of Shares in the Company	22,51,510
Qualification	Graduate
Directorships held in other companies	Kishan Chand and Co. Oil Industries Ltd. Kamal Oil and Allied Industries Ltd.
Position held in Mandatory committees of other companies	Nil
Relationship with other Directors	Father of Ritesh Arora Executive Director & CFO

**By Order of the Board
For Ritesh International Limited
sd/-**

Place : Ludhiana
Date : 14.08.2015

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