



**03.03.2025**

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street  
Mumbai-400001

**Subject: Notice of Postal Ballot**  
***Ref: RITESHIN - 519097 - INE534D01014***

The Board of Directors at its meeting held on 03.03.2025 had inter-alia approved the Postal Ballot Notice for seeking approval of members of the Company by way of remote e-voting on the Special Resolution(s) as set out in the said Notice.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice, together with Explanatory Statement sent to the members through electronic mode whose names appeared on the Register of Members/ List of Beneficial Owners and whose e-mail addresses are registered with the Company/ Depositories as on Friday, 28 February 2025 i.e., Cut-off date.

The remote e-voting shall commence on Thursday, 6 March 2025 at 09:00 a.m. and end on Friday, 04 April 2025 at 05:00 p.m., Friday, 28 February 2025 is the Cut-off date. The Company has engaged the services of CDSL for the purpose of remote e-voting facility to its members.

The Notice of Postal Ballot is attached herewith.

This is for your information.

Sincerely,  
**For RITESH INTERNATIONAL LIMITED**

Rijul Arora  
**(Wholetime Director)**  
(DIN: 07477956)

Cc:  
Central Depository Services (India) Limited

Skyline Financial Services (P) Ltd (RTA)

## **NOTICE OF POSTAL BALLOT**

*[Pursuant to Section 110 and 108 of the Companies Act, 2013, read with the Rule 20 and 22 of the Companies (Management and Administration Rules, 2014)]*

To  
Members,  
**RITESH INTERNATIONAL LIMITED**

NOTICE is hereby given that the resolutions set out below are proposed for approval by the Members of **Ritesh International Limited** ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("the Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Board of Directors of the Company proposes to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolution appended below. The Explanatory Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice ("Notice") and additional information as required under the Listing Regulations is also attached.

### **SPECIAL BUSINESS:**

**ITEM NO. 1 – To consider and approve the revision in the remuneration payable to Mr. Ritesh Arora (DIN: 00080156), Managing Director cum Chairman of the Company.**

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 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), as recommended and approved by Nomination and Remuneration Committee, the remuneration of **Mr. Ritesh Arora (DIN: 00080156)**, Chairman cum Managing Director of the Company, be and is hereby approved and revised by the shareholders for a period of three years from 01.04.2025 to 31.03.2028, notwithstanding that such remuneration may exceed 5% (five percent)/10% (Ten Percent), as applicable, being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits, as per the following terms and conditions:

a) **Salary:** Rs. 5,00,000 per month.

b) **Perquisites:**

- (i) 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.
- (ii) Leave Travel Concession: For self and family, once in a year incurred in accordance with the rules of the Company.
- (iii) Electricity Bill: For Director's residence as per actuals up to maximum of Rs. 25,000/- per month.
- (iv) 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.
- (v) The maintenance fee for the residential property of the Director as per actuals up to maximum of Rs. 10,000/- per month
- (vi) The gratuity payable shall not exceed half month's salary for each completed year of service.
- (vii) Car and Telephone: Provision for use of car on Company's business and telephone at residence will not be considered as perquisites. Personal phone bills and use of car for private purpose shall be billed by the company to Mr. Ritesh Arora.
- (viii) other allowances as may be applicable to other employees of the Company with liberty of 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 to by Mr. Ritesh Arora.

c) In terms of the provisions of Schedule V of the Companies act, 2013, the approval of the above said remuneration shall be valid for three years **w.e.f. 01.04.2025 to 31.03.2028.**

**RESOLVED FURTHER THAT** notwithstanding that such remuneration may exceed 5% (five percent) being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits.

**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 Mr. Ritesh Arora, Chairman-Cum-Managing Director, the remuneration approved in this meeting 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 Mr. Ritesh 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 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."

**ITEM NO. 2 – To consider and approve the revision in the remuneration payable to Mr. Rijul Arora (DIN: 07477956), Wholetime Director of the Company.**

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 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), as recommended and approved by Nomination and Remuneration Committee, the remuneration of **Mr. Rijul Arora (DIN: 07477956)**, Wholetime Director of the Company, be and is hereby approved and revised by the

shareholders for a period of three years from 01.04.2025 to 31.03.2028, notwithstanding that such remuneration may exceed 5% (five percent)/10% (Ten Percent), as applicable, being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits, as per the following terms and conditions:

a) **Salary:** Rs. 2,50,000 per month.

b) **Perquisites:**

- (i) 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.
- (ii) Leave Travel Concession: For self and family, once in a year incurred in accordance with the rules of the Company.
- (iii) Electricity Bill: For Director's residence as per actuals up to maximum of Rs. 25,000/- per month.
- (iv) 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.
- (v) The maintenance fee for the residential property of the Director as per actuals up to maximum of Rs. 10,000/- per month
- (vi) The gratuity payable shall not exceed half month's salary for each completed year of service.
- (vii) Car and Telephone: Provision for use of car on Company's business and telephone at residence will not be considered as perquisites. Personal phone bills and use of car for private purpose shall be billed by the company to Mr. Rijul Arora.
- (viii) other allowances as may be applicable to other employees of the Company with liberty of 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 to by Mr. Rijul Arora.

c) In terms of the provisions of Schedule V of the Companies act, 2013, the approval of the above said remuneration shall be valid for three years **w.e.f. 01.04.2025 to 31.03.2028.**

**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 Mr. Rijul Arora, Wholetime Director, the remuneration approved in this meeting 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 Mr. Rijul Arora, Wholetime 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 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."

Item No. 3 – To consider and approve the Remuneration payable to directors exceeding the overall managerial remuneration limit as per the provisions of Section 197 of the Companies Act 2013:

To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

**“RESOLVED THAT** in accordance with the provisions of Section 197 of the Companies Act, 2013, (“the **Act**”) read with Schedule V of the Act and other applicable provisions, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for payment of remuneration to the Directors of the Company notwithstanding that aggregate remuneration of such Directors exceeds the overall limit of managerial remuneration from 11% of the net profits of the Company, calculated as per the provisions of Section 198 of the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

By order of the Board of Directors,  
**RITESH INTERNATIONAL LIMITED**

Sd/-

Sd/-

**Rijul Arora**  
(Wholetime Director)  
(DIN: 07477956)

**Ritesh Arora**  
(Chairman cum Managing Director)  
(DIN: 00080156)

Date: 03.03.2025  
Place: Ahmedgarh

## NOTES:

1. Pursuant to Section 102 of the Companies Act, 2013, SS-2 and Regulation 36(3) of SEBI (LODR) Regulations, 2015, the Explanatory Statement setting out material facts and reasons for the proposed Resolution is appended herein and forms part of this Notice.
2. In accordance with the extant provisions of MCA circular(s), the Postal Ballot Notice will be sent only through e-mail to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **Friday, February 28, 2025 (the cut-off date)** and to those members who have registered their e- mail addresses with the Registrar and Share Transfer Agent (“RTA”)/ Depository Participant (“DP”). The Physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through Remote e-voting only.
3. In terms of SEBI circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 on Common and Simplified Norms for processing investor’s service request by RTAs and norms for furnishing PAN, KYC details and Nomination read with SEBI circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 on Clarifications with respect to said SEBI Circular dated November 03, 2021, Members holding shares in physical form and who have not yet registered/updated their PAN and KYC details (including their e-mail addresses) are requested to register/update the same by sending duly filled form ISR-1 to our RTA M/s. Skyline Financial Services (P) Ltd (Skyline) in accordance with clause 2.10 & 2 (vii) of above referred SEBI circular(s) respectively, either in physical form and by sending an email at [info@skylinerta.com](mailto:info@skylinerta.com) and [parveen@skylinerta.com](mailto:parveen@skylinerta.com). Members may download the form ISR-1 and Other forms for updation of information from Investor section on the website of our company at <https://www.riteshinternationaltd.com/wp-content/uploads/2023/05/Updation-of-KYC-by-physical-shareholder-2023.pdf> Members holding shares in electronic form are requested to get their e-mail addresses registered/updated with their respective DPs.
4. Members whose names appear in the Register of Members/List of Beneficial Owners as on cut-off date i.e. **Friday, February 28, 2025** will be considered for the purpose of Remote e-voting and a person who is not a member as on cut-off date should treat this Notice for information purpose only.
5. During the Remote e-voting period, all documents referred to in this Notice and other relevant documents would be available for inspection by the Members.
6. The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as “CDSL”) to provide the remote e-voting facility to its Members.
7. The Notice of Postal Ballot will be available on the website of the company at <https://www.riteshinternationaltd.com> and on the website of the Stock Exchange where the shares of the Company are listed i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) for inspection and downloading by the Members of the Company.

For voting in the resolution proposed in the Postal Ballot through remote e-voting, members who have not registered their email address may get their email address registered by sending an email to the Company’s Share Transfer Agent at [info@skylinerta.com](mailto:info@skylinerta.com) and [parveen@skylinerta.com](mailto:parveen@skylinerta.com). Member(s) may also intimate the same to the Company by

writing an email at [cs\\_riteshinternational@yahoo.com](mailto:cs_riteshinternational@yahoo.com) . The members shall provide the following information in the email:

Full Name  
No. of shares held:  
PAN  
DP ID & Client ID  
Email id to be registered and Mobile No.:

8. Post successful registration of the email, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to [info@skylinerta.com](mailto:info@skylinerta.com) and [parveen@skylinerta.com](mailto:parveen@skylinerta.com).
9. It is clarified that for permanent registration of email address, members are required to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Share Transfer Agent i.e. M/s. Skyline Financial Services (P) Ltd (**Skyline**), by following due procedure.
10. Resolutions, if passed by the Members through postal ballot are deemed to have been duly passed on the last date specified for the e-voting i.e. **April 04, 2025** in terms of Secretarial Standard - 2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.
11. A member cannot exercise his vote by proxy on Postal Ballot.
12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper.
13. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL.
14. The instructions for electronic voting are given in this Notice.
15. E-Voting will commence on **March 06, 2025 at 9:00 a.m.** and will **end on April 04, 2025 at 5:00 p.m.** E-Voting shall not be allowed beyond the said time and date.
16. Mr. Ansh Bhambri (M/s Bhambri & Associates), Company Secretaries, has been appointed as the scrutinizer to scrutinize the Remote e-Voting process in fair and transparent manner for the Postal Ballot activity of the Company.
17. The Scrutinizer shall after the receipt of assent or dissent of the Members on or before April 04, 2025, shall, after the completion of his Scrutiny, submit his report to the Chairman of the Company on or before April 08, 2025, within due time. The Result shall be announced by the Chairman of the Company after the Scrutinizers report at Company's Registered Office and the resolution will be taken as passed effectively on the last date on which the company received duly completed postal ballot form as per SS-2 issued by ICSI i.e. **April 04, 2025 will be taken to be date of passing the resolution.**

18. The results of the postal ballot will be placed on the Company's website at <https://www.riteshinternationaltd.com> and CDSL at [www.cdslindia.com](http://www.cdslindia.com) immediately after the result is declared. The Company shall simultaneously forward the results to the Stock Exchange where the shares of the Company are listed i.e. BSE at [www.bseindia.com](http://www.bseindia.com) in accordance with the provisions of SEBI Listing Regulations.

## VOTING THROUGH ELECTRONIC MEANS

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **06.03.2025 at 09.00 a.m.** and ends on **04.04.2025 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 **28.02.2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders can only vote remotely on the resolution and no other mean shall be provided additionally for voting.
- (iii) 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.

- (iv) 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 for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 E-voting is in progress as per the information provided by company. On clicking the E-voting 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://E-voting.cdslindia.com/E-voting/E-votingLogin">https://E-voting.cdslindia.com/E-voting/E-votingLogin</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 E-voting 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 NSDL	<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.nsd.com">https://eservices.nsd.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 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> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.E-voting.nsd.com/">https://www.E-voting.nsd.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</li> </ol>

	service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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.

**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.E-voting@cdslindia.com">helpdesk.E-voting@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:E-voting@nsdl.co.in">E-voting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) 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.E-votingindia.com](http://www.E-votingindia.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.E-votingindia.com](http://www.E-votingindia.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>
--	--

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the **EVSN <EVSN No. 250303006>** for the relevant **<RITESH INTERNATIONAL LIMITED>** on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) **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.E-votingindia.com](http://www.E-votingindia.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.E-voting@cdslindia.com](mailto:helpdesk.E-voting@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.E-voting@cdslindia.com](mailto:helpdesk.E-voting@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.
- (xvii) **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 through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.E-voting@cdslindia.com](mailto:helpdesk.E-voting@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.E-voting@cdslindia.com](mailto:helpdesk.E-voting@cdslindia.com) or call on 022-23058542/43.

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

In terms of the provisions of Section 102 of the Companies Act, 2013 ("the Act"), Secretarial Standard on General Meetings ("SS-2") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the following statement sets out the material facts regarding the items included in this Postal Ballot Notice:

### **ITEM NO. 1:**

Mr. Ritesh Arora had been serving as a Chairman cum Managing Director of the Company w.e.f. 14.12.2023. The remuneration of the Managing Director is proposed to be revised and put for approval of the members.

The following terms and conditions are put for approval of the Members:

- a) **Salary:** Rs. 5,00,000 per month.
- b) **Perquisites:**
  - (i) 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.
  - (ii) Leave Travel Concession: For self and family, once in a year incurred in accordance with the rules of the Company.
  - (iii) Electricity Bill: For Director's residence as per actuals up to maximum of Rs. 25,000/- per month.
  - (iv) 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.
  - (v) The maintenance fee for the residential property of the Director as per actuals up to maximum of Rs. 10,000/- per month
  - (vi) The gratuity payable shall not exceed half month's salary for each completed year of service.
  - (vii) Car and Telephone: Provision for use of car on Company's business and telephone at residence will not be considered as perquisites. Personal phone bills and use of car for private purpose shall be billed by the company to Mr. Ritesh Arora.
  - (viii) other allowances as may be applicable to other employees of the Company with liberty of 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 to by Mr. Ritesh Arora.

c) In terms of the provisions of Schedule V of the Companies act, 2013, the approval of the above said remuneration shall be valid for three years **w.e.f. 01.04.2025 to 31.03.2028.**

Notwithstanding that such remuneration may exceed 5% (five percent)/10% (Ten Percent), as applicable, being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits.

None of the Directors / Key Managerial Personnel of the Company/their relatives, except Mr. Ritesh Arora himself and Mr. Rijul Arora, is in any way concerned or interested, in the said resolution. The Board of Directors recommends the **Special Resolution** set forth in Item No. 1 for approval of the Members.

Other information:

1	Reasons of loss or inadequate profits	During the financial year ended March 31, 2024, the profits of the Company may not be adequate for the purpose of calculation of limits under managerial remuneration due to drop in margins and slowdown of the demand.
2	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs and improve margins, which are already being reflected in the current working of the Company.
3	Expected increase in productivity and profits in measurable terms	The sales and profits are expected to increase in the current year.

**ITEM NO. 2:**

Mr. Rijul Arora had been serving as a Wholetime Director of the Company w.e.f. 01.01.2023. The remuneration of the Wholetime Director is proposed to be revised and put for approval of the members.

The following terms and conditions are put for approval of the Members:

- a) **Salary:** Rs. 2,50,000 per month.
- b) **Perquisites:**
- (i) 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.
  - (ii) Leave Travel Concession: For self and family, once in a year incurred in accordance with the rules of the Company.
  - (iii) Electricity Bill: For Director's residence as per actuals up to maximum of Rs. 25,000/- per month.
  - (iv) 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.
  - (v) The maintenance fee for the residential property of the Director as per actuals up to maximum of Rs. 10,000/- per month
  - (vi) The gratuity payable shall not exceed half month's salary for each completed year of service.
  - (vii) Car and Telephone: Provision for use of car on Company's business and telephone at residence will not be considered as perquisites. Personal phone bills and use of car for private purpose shall be billed by the company to Mr. Rijul Arora.
  - (viii) other allowances as may be applicable to other employees of the Company with liberty of 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 to by Mr. Rijul Arora.
- c) In terms of the provisions of Schedule V of the Companies act, 2013, the approval of the above said remuneration shall be valid for three years **w.e.f. 01.04.2025 to 31.03.2028.**

Notwithstanding that such remuneration may exceed 5% (five percent)/10% (Ten Percent), as applicable, being the limit specified under Section 197 and Schedule V of the Act in case of inadequacy or absence of profits.

None of the Directors / Key Managerial Personnel of the Company/their relatives, except Mr. Rijul Arora himself and Mr. Ritesh Arora, is in any way concerned or interested, in the said resolution. The Board of Directors recommends the **Special Resolution** set forth in Item No. 2 for approval of the Members.

Other information:

1	Reasons of loss or inadequate profits	During the financial year ended March 31, 2024, the profits of the Company may not be adequate for the purpose of calculation of limits under managerial remuneration due to drop in margins and slowdown of the demand.
2	Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs and improve margins, which are already being reflected in the current working of the Company.
3	Expected increase in productivity and profits in measurable terms	The sales and profits are expected to increase in the current year.

**ITEM NO. 3:**

The aggregate remuneration of all Directors may exceed 11% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013, during their tenure of appointment.

Accordingly, approval of members of the Company is being sought in terms of Section 197 of the Companies Act, 2013 for payment of remuneration to all Directors notwithstanding that aggregate remuneration of all Directors may exceed from 11% of the net profits of the Company as calculated under Section 198 of the Companies Act, 2013.

All Directors and their relatives may be considered as interested in this resolution. Except the aforesaid, none of the Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the aforementioned Resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the **Special Resolution** set forth in Item No. 3 for approval of the Members.

By order of the Board of Directors,  
**RITESH INTERNATIONAL LIMITED**

Sd/-

Sd/-

**Rijul Arora**  
(Wholetime Director)  
(DIN: 07477956)

**Ritesh Arora**  
(Chairman cum Managing Director)  
(DIN: 00080156)

Date: 03.03.2025  
Place: Ahmedgarh

**Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the Directors seeking appointment/re-appointment.**

<b>Name of the Director</b>	Mr. Ritesh Arora	Mr. Rijul Arora
<b>DIN</b>	00080156	07477956
<b>Designation</b>	Managing Director cum Chairman	CFO cum Wholetime Director
<b>Date Of Appointment</b>	14.12.2023	01.01.2023
<b>Expertise In Specific Functional Area</b>	More than 15 Years experience in the business management	More than 10 Years experience in the business management
<b>No. Of Shares In The Company</b>	1400965 16.38 %	1419516 16.60 %
<b>Qualification</b>	Graduate	Graduate
<b>Directorships Held In Other Companies</b>	NIL	NIL
<b>Position Held In Mandatory Committees Of Other Companies</b>	NIL	NIL
<b>Relationship With Other Directors</b>	Yes, Brother of Mr. Rijul Arora (Wholetime Director and CFO)	Yes, Brother of Mr. Ritesh Arora (Chairman cum Managing Director)