



RISA INTERNATIONAL LTD.

CIN: L99999MH1993PLC071062

23RD ANNUAL REPORT

2016 - 2017

CORPORATE INFORMATION

BOARD OF DIRECTORS

Abhinandan Jain	- Whole Time Director
Arihant Jain	- Executive Director
Vipin Champawat	- Independent Director
Shital Mutha	- Independent Director
Priya Jain	- Non Executive Director
Ekta Patel	- Independent Director (Appointed w.e.f 27/05/2017)

COMPANY SECRETARY

Ms. Rekha Jain resigned w.e.f 11/02/2017 and Mr. Mahendra Tarbundiya appointed w.e.f 7/05/2017

BANKERS

Axis Bank Limited
Allahabad Bank
UCO Bank

AUDITORS

M/s. Motilal & Associates, Chartered Accountants

INTERNAL AUDITORS

M/s. Dhawan & Co., Chartered Accountants

REGISTERED OFFICE

604, Kushal Point, 4th Road, Behind Uday Cinema, Ghatkopar (W.) Mumbai – 400 086
Ph. No.: 022 6561 7271; Email id: risainternationaltd@gmail.com; web.: www. risainternational.com

CORPORATE OFFICE

1315, B Wing, Dalamal Tower, Free press Journal Marg, Nariman Point, Mumbai – 400 021
Ph. No.: 022 66158916

SHARE TRANSFER AGENTS

Purva Share Registry (India) Private Limited
9, Shiv Shakti Industrial Estate, J R Boricha Marg, Lower Parel (E.), Mumbai – 400 011
Ph. No.: 022 23018261; Email id: investors.risainternationaltd@gmail.com ; web.:www.purvashare.com

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NOTICE OF TWENTY THIRD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 23rd Annual General Meeting of the members of RISA INTERNATIONAL LIMITED will be held on Wednesday, the 27th day of September, 2017 at 10:30 a.m. at HJT Memorial Hall, 141 Sahid Bhagat Singh Road, Town Hall Compound, Fort, Mumbai – 400001 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Directors' and Auditor's thereon.
2. To appoint a Director in the place of Mrs. Priya Jain (DIN:07211719) who retires by rotation and being eligible offers herself for re-appointment.
3. To ratify the appointment of M/s. Motilal & Associates, Chartered Accountants (Firm Registration No. 106584W) as the 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 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the consent of the Company be and is hereby accorded for the ratification of appointment of M/s. Motilal & Associates, Chartered Accountants (Firm Regn. No. 106584W), as Statutory Auditors of the Company from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2018 and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the Board of Directors of the Company in consultation with the Auditors."

SPECIAL BUSINESS:

4. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass with or without modifications(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), the draft regulations contained in the Articles of Associations submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

5. To appoint Mrs. Ekta Srujal Patel (DIN:07793314) as Independent Director 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (LODR) Regulations, 2015, Mrs. Ekta Srujal Patel (DIN: 07793314), who was appointed as an Additional Director pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from 27th September, 2017 to 26th September, 2022."

6. To serve document to any member by the Company by registered post, by speed post, by electronic mode etc. and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013 and rules made thereunder, consent of the Company be and is hereby accorded to serve any document on member by registered post or by speed post or by courier or by delivery to his office address or by such electronic mode as may be prescribed.

RESOLVED FURTHER THAT the Company may charge from member estimated actual expenses of delivery of the documents pursuant to any request made by the member for delivery of such document to him through a particular mode of services mentioned above provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.”

7. To authorize the Board of Directors for borrowing money upto Rs. 100 (One Hundred) Crores and in this regard to consider and if thought fit, to pass with or without modifications(s), the following resolution as a **Special Resolution**:

“RESLOVED THAT pursuant to the provision of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as “Board” which term shall include a Committee thereof authorized for the purpose) to borrow in any manner from time to time any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporate, whether in India and abroad, notwithstanding that the money to be borrowed by the Company together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money may be borrowed by the Board and outstanding at any one time shall not exceed the sum of Rs. 100/- (One hundred) Crores.”

8. To approve creation of charge/security over the assets/undertaking of the Company in respect of borrowing and in this regard to consider and if thought fit, to pass with or without modifications(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) to mortgage, hypothecate, pledge and/ or charge in addition to the existing charges, mortgages and hypothecation created by the Company, on such movable and immovable properties of the Company, both present and future and /or any other assets or properties, either tangible or intangible, of the Company on such terms, at such time, in such form and in such manner as the Board may deem fit, together with power to take over the management and the business and concern of the Company in case of certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of any loans, debentures or any other securities or otherwise, in foreign currency or in Indian rupees from time to time, upto the limits approved or as may be approved by the shareholders under section 180(1)(c) of the Companies Act, 2013 along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the company including any increase as a result of devaluation/revaluation/fluctuation in the rate of exchange.”

For RISA INTERNATIONAL LIMITED

Date: 16.08.2017
Place: Mumbai

Sd/-
Abhinandan Jain
Whole Time Director
DIN: 03199953

NOTES:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member. Proxies in order to be effective, the instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed herewith.**
2. **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.**
3. The explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to items of special business to be transacted at the Annual General Meeting (the "Meeting") is annexed hereto.
4. Members/Proxies/Authorised Representative are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2017 to 29th September, 2017 (both days inclusive) for the purpose of AGM.
6. M/s. Purva Share Registry (India) Pvt. Ltd., 9, Shiv Shakti Industrial Estate, J R Boricha Marg, Opp. Kasturba Hospital, Lower Parel (East), Mumbai, Maharashtra – 400 011 is the Registrar and Share Transfer Agent of the Company. M/s. Purva Share Registry (India) Pvt. Ltd. is also the depository interface of the Company.
7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and M/s. Purva Share Registry (India) Pvt. Ltd., the Company's Registrars and Share Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Purva Share Registry (India) Pvt. Ltd.
8. Members are requested to note that pursuant to the provisions of Section 125 (2) of the Companies Act, 2013, the dividend remaining unclaimed /unpaid for a period of seven years from the date it becomes due for payment shall be credited to the Investor Education and Protection Fund (IEPF) set up by the Central Government. Members who have so far not claimed the dividends are requested to make claim with the Company immediately as no claim shall lie against the Company in respect of individual amounts once credited to the said IEPF.

Due dates for transferring unclaimed and unpaid dividends declared by the Company are as under:

Financial Year ended	Date of declaration of dividend	Due date of transfer of unclaimed & unpaid Dividend
31 st March, 2014	27/08/2014	02/10/2021

Attention of the Members is also invited towards the provisions of Section 125 of the Companies Act, 2013 read together with IEPF (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 which requires the companies to also transfer the Equity shares corresponding to the Dividend which has remained unclaimed and consequently unpaid for a period of seven consecutive years or more.

9. Investors are required to provide a copy of their PAN card for effecting share transfers, transmission and transposition in their favour to their depository participants with whom they are maintaining their demat accounts and the members holding shares in physical form can submit their PAN details to M/s. Purva

Share Registry (India) Pvt. Ltd.

10. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or M/s. Purva Share Registry (India) Pvt. Ltd. for assistance in this regard.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or M/s. Purva Share Registry (India) Pvt. Ltd., the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
12. Members seeking any information with regard to the accounts, are requested to write to the Company atleast 7 days before, so as to enable the Management to keep the information ready at the AGM.
13. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company shall be entitled to vote.
14. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.risainternational.com. Members holding shares in physical form may submit the same to M/s. Purva Share Registry (India) Pvt. Ltd. Members holding shares in electronic form may submit the same to their respective depository participant.
15. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website viz. www.risainternational.com.
16. Members are requested to bring the copy of the Annual Report sent to them.
17. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
18. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / M/s. Purva Share Registry (India) Pvt. Ltd.
19. Route map containing the complete particulars of the venue is annexed herewith.
20. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically through e-voting services provided by CDSL on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
21. The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
22. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
23. The instructions for shareholders voting electronically are as under:

- i. The voting period begins on 24th September, 2017 at 10:00 A.M. and ends on 26th September, 2017 at 05:00 P.M. During this period, Shareholder's of the Company holding shares either in physical form or in dematerialized form as on the cut-off date (record date) i.e. 20th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders.
- v. 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.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. 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.
- viii. 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 sequence number which is printed on Postal Ballot/Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <p>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 as mentioned in instruction (v).</p>

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- xii. Click on the EVSN for RISA INTERNATIONAL LIMITED on which you choose to vote.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. 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.
- xix. Shareholders can also use Mobile app – "m-Voting for evoting. m-voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their evoting credentials to vote for the company resolution(s).
- xx. 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 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 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 emailed 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.
- xxi. 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- 24. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 20th September, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- 25. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 18th August, 2017.
- 26. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- 27. Mr. Rohit Oza, (Membership No. 33497, C.P No.16076), Practicing Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- 28. The results shall be declared on or after the AGM of the Company. The results declared along with the

Scrutinizer's Report shall be placed on the website of the Company www.risainternational.com and also be communicated to the Stock Exchange where the securities of the Company are listed.

29. With new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information hence the Company is in the process of updation of records of the shareholders in order to reduce the physical documentation. Shareholders who are holding shares in physical form are requested to fill the form "Updation of KYC Records" attached at the back and submit to M/s. Purva Share Registry (India) Pvt. Ltd. If you are holding the shares in dematerialized form, you may update all your records with your Depository Participant (DP).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE ANNUAL GENERAL MEETING.**Item No. 04**

The Articles of Association (hereinafter referred to as “AOA”) of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 which is no longer in force. Consequent upon coming into force of the Companies Act, 2013 several regulations of the existing AOA of the Company require alteration or deletion in several articles. It is expedient to replace the existing AOA by the new set of Articles. The Company cannot alter its Articles of Association without the approval of members by passing a Special Resolution. The new set of Articles of Association is available for inspection at the registered office of the Company during normal business hours on any working day, excluding Saturday.

The Board of Directors of the Company recommends the passing of the special resolution as set out at item no. 4 of the accompanying notice.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financial or otherwise, in passing of abovesaid resolution.

Item No. 05

The Board of Directors appointed Mrs. Ekta Srujal Patel (DIN: 07793314) as Additional Director of the Company with effect from 27th May, 2017 in accordance with the provisions of Section 161 of the Companies Act, 2013 who shall hold office upto the forthcoming Annual General Meeting. The Company has received notice under section 160 of the Companies Act, 2013 from a member signifying his intention to propose Mrs. Ekta Srujal Patel (DIN: 07793314) for the office of Independent Director of the Company at the forthcoming Annual General Meeting for a term of 5 (five) consecutive years. Mrs. Ekta Srujal Patel is not disqualified from being appointed as a Independent Director in terms of Section 164 of the Companies Act, 2013 and has also given a declaration that she meets with the criteria of independence as prescribed under section (6) of Section 149 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Brief resume of Mrs. Ekta Srujal Patel, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI (LODR) Regulations, 2015 are provided in Annexure to the Notice calling Annual General Meeting.

The Board of Directors of the Company recommends the passing of the ordinary resolution as set out at item no. 5 of the accompanying notice.

None of the Directors or Key Managerial Personnel and their relatives, except Mrs. Ekta Srujal Patel, are concerned or interested, financially or otherwise, in the abovesaid resolution.

Item No. 6

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as maybe determined by the members in the Annual General Meeting.

Accordingly, the Board of Directors of the Company recommends the passing of the special resolution as set out at item no. 6 of the accompanying Notice.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in passing of the abovesaid resolution.