



33rd

Annual Report
2014–2015

RITESH INTERNATIONAL LIMITED



MANAGEMENT

BOARD OF DIRECTORS

Chairman-cum-Managing Director

Sh. Rajiv Arora

Executive Director &
Chief Financial Officer

Sh. Ritesh Arora

Company Secretary

Ms. Neha Bedi

Independent Directors

Sh. Raghu Nath Nayyar
Sh. Raj Kumar Sood
Smt. Kamal Khanna

Auditors

M/s. Ashok Shashi & Co.
Chartered Accountants
19, Feroze Gandhi Market,
IInd Floor Ludhiana-141001

Bankers

Allahabad Bank
Clock Tower, Ludhiana

Works

Mohnabad Road,
Akbarpura, Ahmedgarh,
Distt.- Sangrur (Punjab)

Registered Office

356, Industrial Area-A,
Ludhiana-141003

Registrar & Share Transfer Agent

Skyline Financial Services Private
Limited
D-153 A, 1st Floor, Okhla
Industrial Area, Phase - I,
New Delhi - 110020
Tel.: 011 64732681-88,
Fax: +91 11 26812682
Web:www.skylinerta.com

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**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	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your 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**

Place : Ludhiana
Date : 14.08.2015

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



DIRECTORS' REPORT

Dear Members,

Your Directors have the pleasure in presenting the 33rd Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2015.

FINANCIAL RESULTS

Particulars	Amount (Rs. In Lacs)	
	2014-2015	2013-2014
Operating and other income	2921.97	2507.66
Profit/(Loss) before Depreciation	(527.19)	133.62
Less: Depreciation	34.54	73.72
Profit/(Loss) for the year before Tax	(561.73)	59.90
Less: Provision for taxation	-	-
Profit/(Loss) after Tax	(561.73)	59.90

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review your company's operating and other income was of Rs. 2921.97 lacs (previous year 2507.66). The company has incurred a loss of Rs. 561.73 lacs (Previous year profit of Rs 59.90) during the period under review.

Presently, Company is working in two divisions which are Stearic Acids & other non edible oils division and Knitwear division. The Company has made sales of Rs.3226.79 lacs (Previous year 2717.71 lacs) which has resulted into loss of Rs. 561.73 lacs (Previous year Rs 59.90 lacs) during the year under review.

INFORMATION ON STATE OF COMPANY'S AFFAIR

The Company has started its journey in the year 1981 with manufacturing of Stearic Acid (All Grades), Glycerin, and others. The ultimate users of their products are Rubber and PVC industries. The company is trying its best to increase the market share of its products and to economize its production.

DIVIDEND

During the F.Y. 2014-15, the Company has suffered losses. So, in the absence of adequate profits during the year under review your directors had not recommended any dividend to the share holders.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 does not apply.

TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (J) OF THE COMPANIES ACT, 2013

During the F.Y 2014-15, the company has suffered losses. So, in absence of profits there is no transfer in reserves of the company. However, company has used its reserves for neutralizing the losses.

CHANGES IN SHARE CAPITAL

There is no change in the Share capital of the company during the Financial Year 2014-15.

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Under review during F.Y. 2014-15, Company has not given any loan or Guarantee or provided security in connection with a loan to any other body corporate or person. Further, details of investments made by the company during the year in accordance with Section 186 of Companies Act, 2013 are annexed as "Annexure I".

AUDITOR'S

i) Statutory Auditors

At the Annual General Meeting held on 27th September, 2014 M/s. Ashok Shashi & Co., Chartered Accountant, Ludhiana were appointed as Statutory Auditor of the company to hold office till the conclusion of the 37th AGM of the company in terms of provisions of section 139 of the Companies Act, 2013. The Appointment of Statutory Auditors shall be placed for ratification at every Annual General Meeting Accordingly, the appointment of M/s. Ashok Shashi & Co., as statutory auditor is placed for ratification by the members.

ii) Secretarial Auditors

M/s B.K Gupta & Associates, Company Secretaries has been appointed as Secretarial Auditors of the company by board to conduct the Secretarial Audit for the financial year 2014-15.

iii) Internal Auditors

M/s Bhushan & Co., Chartered Accountants has been appointed as an Internal Auditors of the company under section 138 of Companies Act, 2013 to conduct internal audit of functions and activities of the company.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

Pursuant to Section 197(12) of the Act, read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to disclose information related to remuneration paid during the year. The detailed information in this regard is annexed to this Annual Report as "Annexure II".

RELATED PARTY TRANSACTIONS

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. The Board of Directors of the Company have adopted Related Party Transaction Policy and same is available on the following link http://www.riteshinternationaltd.com/read_pdf.php?p_id=75.

Further all the necessary details of transactions entered with the related parties as defined under Section 188 of the Companies Act, as defined under Section 2 (76) of the said Act are attached herewith in form No. AOC-2 for your kind perusal and information as "Annexure III".

DETAILS AND INFORMATION AS REQUIRED UNDER SECTION 134(3) (L) OF THE COMPANIES, ACT 2013

No material changes and commitments have taken place between the end of the financial year of the Company to which balance sheet relates and date of report, which affects the financial position of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY

**ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information pertaining to conservation of energy, technology absorption and Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is annexed to this report as "Annexure IV".

EXTRACT OF ANNUAL RETURN

The extract of Annual Return, in format MGT-9, for the financial year 2014-15 has been enclosed with this report as "Annexure V".

DETAILS OF SUBSIDIARY/JOINT VENTURES/ ASSOCIATE COMPANIES

The Company has no Subsidiary/Joint Venture or Associate companies.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Sh. Rajiv Arora is proposed to be re appointed as Chairman Cum Managing Director of company w.e.f 01.08.2015 for a period of five years.

Sh. Raghu Nath Nayar, Sh. Raj Kumar Sood and Smt. Kamal Khanna, independent directors of the company were appointed by the shareholders at general meeting held on 27th September, 2014. Pursuant to Sub-section (10) of section 149 of the Companies Act, 2013 provides that IDs shall hold office for a term of up to five consecutive years on the board of a company and shall be eligible for re-appointment on passing of special resolution by the shareholders of the company. Further, sub-section (13) of section 149, provides that the provisions of retirement by rotation as defined in sub-sections (6) and (7) of section 152 of Companies Act, 2013 shall not apply to IDs.

Accordingly none of the IDs retire at ensuing AGM. No director and Key Managerial Personnel have been appointed during the financial year 2014-15.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received the necessary declaration from each independent director in accordance with section 149 (7) of the Companies Act 2013, that he/she meets the criteria of independence as laid out in sub section (6) of section 149 of the Companies Act, 2013 and clause 49 of the listing agreement.

STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

NUMBER OF MEETINGS

During the Financial year 2014-2015, 6 meetings of Board of Directors and 6 Meetings of Audit Committee of the Company were held. Detailed information about the meetings is given in corporate governance report which forms the part of Annual Report.

RISK MANAGEMENT POLICY

The Board of Directors of your Company in its meeting held on 30.05.2014 adopted the Risks Management Policy. The policy establishes the process for the management of risk faced by Ritesh International Limited. The aim of risk management is to maximize opportunities in all activities and to minimize adversity. This policy applies to all activities and processes associated with the normal operations of Ritesh International Limited. The Board of Directors of the Company have adopted Risk Management Policy and same is available on the following link http://www.riteshinternationaltd.com/read_pdf.php?p_id=76

The purpose of the Committee is to assist the Board of Directors in fulfilling its responsibilities with regard to enterprise risk management. Further, the Committee strives to assist the Board in framing, implementing and monitoring the risk management plan for the Company and reviewing and guiding the risk policy.

EVALUATION BY BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEE AND INDIVIDUAL DIRECTORS WITH REFERENCE TO SECTION 134 (3) (p) OF THE COMPANIES ACT, 2013 AND RULE 8(4) OF THE COMPANIES (ACCOUNTS) RULES 2014 AND CLAUSE 49 OF IV(B) OF THE LISTING AGREEMENT

Pursuant to the above said provisions of the Companies Act, 2013, rules thereof and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, directors individually as well as the evaluation of the committees as per the criteria laid down in the Nomination Remuneration Evaluation policy. Further the Independent directors have also reviewed the performance of the Non-Independent Directors and Board as a whole including reviewing the performance of the Chairperson of the Company taking into account the views of Executive Directors and Non Executive Directors vide there separate meeting held on 31.03.2015.

COMPANY POLICY RELATING TO DIRECTOR APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

- The Nomination and remuneration Committee of the Company has Formulated the Nomination and Remuneration Policy on Director appointment and remuneration including the criteria for determining qualification positive attributes independence of a director and other matters as provided under section 178(3) of the companies Act, 2013
- The Nomination and Remuneration Policy is annexed hereto and form part of this report as "Annexure -VI".

AUDIT COMMITTEE

Audit Committee of the company is re-constituted on 14th August, 2014 with the objectives to monitor, supervise and effective management of company's finance, to ensure effective internal financial controls and risk management systems with high level of transparency and accuracy. The Audit Committee comprises of Sh. Raghu Nath Nayyar (Chairman), Sh. Rajiv Arora (Member), Sh. Raj Kumar Sood (Member). The composition of the Audit



Committee consists of independent Directors viz., Sh. Raghu Nath Nayyar and Sh. Raj Kumar Sood who form the majority. The Committee met six times during the year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report.

VIGIL MECHANISM

The company has established a vigil mechanism and overseas through the committee, the genuine concerns expressed by the employees and other directors. The Company has also provided adequate safeguards against victimization of employees and directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of company employees and the Company. The Board of Directors of the Company have adopted Whistle Blower Policy and same is available on the following link http://www.riteshinternationaltd.com/read_pdf.php?p_id=27.

CORPORATE GOVERNANCE REPORT

Pursuant to Clause 49 of the Listing Agreement, the report on Corporate Governance together with Auditor's Certificate on compliance with this regard and Managing Director's declaration in this regarding compliance of code of conduct by Board Members and Senior Management Personnel is attached and forms part of this Annual Report.

SECRETARIAL AUDIT REPORT

Secretarial Audit Report in format MR-3 by M/s B.K Gupta & Associates, Company Secretaries, Ludhiana is annexed with the Board Report. Audit Report is annexed herewith as "Annexure VII".

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that:-

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) They had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) They had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) They had prepared the annual accounts on a going concern basis; and
- (e) They had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) They had devised proper systems to ensure

compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as per Clause 49 of the Listing Agreement are given in the Annexure forming part of this Report

GENERAL DISCLOSURE

Your Director state that No Disclosure or reporting is required in respect of the following items as there were no transaction on these items during the year under Review

1. Details relating to Deposits covered under Chapter V of the Act
2. Issue of Equity Shares with Differential right, as to dividend, voting or otherwise
3. Issue of shares with including sweat equity shares to employees of the company under any scheme
4. No significant or Material order were passed by the regulators or courts or tribunal which impact the going concern states and company's operation in future, your director further state that during the year under review, there were no case filed pursuant to sexual harassment of women at workplace (prevention, prohibition and Redressal) Act, 2013

ACKNOWLEDGEMENTS

Directors acknowledge with gratitude, the continuing co-operation and assistance rendered by Financial Institutions, Banks, Government Agencies, Suppliers and other organizations in the working of the Company.

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

**Place: Ludhiana
Date: 14.08.2015**

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



Annexure I

Details of Investments:-

Sr. No	Name of Investee	Amount	Purpose for which the proceeds from investment is proposed to be utilized by the receiver
1.	Kishan Chand & Co. Oil Industries Ltd	72,390.00	Business Purpose
2.	Tata Global Beverages Ltd	1,53,841.20	Business Purpose
3.	Pfizer Ltd	41,45,175.07	Business Purpose
4.	Kingfisher Airlines Ltd	11,24,651.05	Business Purpose
5.	Rattan India Power Limited	50,717.95	Business Purpose

Annexure II

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
(1) Ratio of the remuneration of each Director/KMP to the median remuneration of all the employees of the Company for the financial year:

Median remuneration of all employees of the Company for the Financial Year 2014-15	Rs. 77,040
The Percentage increase in the median remuneration of employees in the Financial Year	12.76%
The number of permanent employees on the roll of the Company as on 31 st March, 2015	95

Name of Director/ KMP	Remuneration of Director/KMP for Financial Year 2014-15	Ratio of Remuneration to median remuneration of all employees	% increase in remuneration in the Financial Year 2014-15	Comparison of the remuneration of the KMP against the performance of the Company
Independent Directors				
Sh.R.K. Sood	Nil	N.A.	Nil	Nil
Sh. Raghu Nath Nayyar	Nil	N.A.	Nil	Nil
Smt. Kamal Khanna	Nil	Nil	Nil	Nil
Executive Directors/KMP				
Sh.Rajiv Arora Chairman Cum M.D	14,66,000	19.03	4.71	Profit has decreased during the current year
Sh.Ritesh Arora, ED CFO	7,92,000	10.28	39.69	
Neha Bedi# Company Secretary	1,65,000	2.14	N.A.	

Notes:

Neha Bedi, Company Secretary, is appointed by the Board of Directors in their meeting held on 30.05.2014.